

# **Exhibit 24**

**ZYNGA INC**  
Reported by  
**GORDON WILLIAM B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 12/21/11 for the Period Ending 12/21/11

Address 699 EIGHTH STREET  
SAN FRANCISCO, CA 94103  
Telephone 800-762-2530  
CIK 0001439404  
Symbol ZNGA  
Fiscal Year 12/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL  
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
GORDON WILLIAM B		ZYNGA INC [ ZNGA ]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
2750 SAND HILL ROAD		12/21/2011			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MENLO PARK, CA 94025				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/9/2011		C		21000000	A	\$ 0	21000000	I	See Footnote. (1)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$ 0	6/20/2011		P		1000000	(5)	(5)	Class A Common Stock	1000000	\$17.09	18346360	I	See footnote. (1)
Warrant to Purchase Class B Common Stock	\$0.0063	12/9/2011		X		16936016	(4)	(4)	Class B Common Stock	16936016	\$ 0	0	I	See footnote. (1)
Class B Common Stock	\$ 0	12/9/2011		X		16936016	(5)	(5)	Class A Common Stock	16936016	\$ 0	35282376	I	See footnote. (1)
Class B Common Stock	\$ 0	12/9/2011		C		21000000	(5)	(5)	Class A Common Stock	21000000	\$ 0	14282376	I	See footnote. (1)
Series B Convertible Preferred Stock	(6)	12/21/2011		C		23041532	(6)	(6)	Class B Common Stock	23041532	(5)	0	I	See Footnote. (1)
Class B Common Stock	\$ 0	12/21/2011		C		23041532	(5)	(5)	Class A Common Stock	23041532	\$ 0	37323908	I	See footnote. (1)
									Class B					See

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Convertible Preferred Stock	(6)	12/21/2011		C		1679723		(6)	(6)	Common Stock	1679723	(5)	0	I	Footnote. (2)
Class B Common Stock	\$ 0	12/21/2011		C		1679723		(5)	(5)	Class A Common Stock	1679723	\$ 0	1679723	I	See footnote. (2)
Series C Convertible Preferred Stock	(6)	12/21/2011		C		102287		(6)	(6)	Class B Common Stock	102287	(5)	0	I	See Footnote. (3)
Class B Common Stock	\$ 0	12/21/2011		C		102287		(5)	(5)	Class A Common Stock	102287	\$ 0	102287	I	See footnote. (3)
Class B Common Stock	(5)							(5)	(5)	Class A Common Stock	911118		911118	D	

**Explanation of Responses:**

- (1) The shares are directly held by Kleiner Perkins Caufield & Byers XIII, LLC ("KPCB XIII"). The managing member of KPCB XIII is KPCB XIII Associates, LLC ("XIII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XIII Associates, including Mr. Gordon, none of whom has veto power. Excludes 4,142,860 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (2) The shares are directly held by KPCB Digital Growth Fund, LLC ("KPCB DGF"). The managing member of KPCB DGF is KPCB DGF Associates, LLC ("DGF Associates"). The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, including Mr. Gordon, none of whom has veto power.
- (3) The shares are directly held by KPCB Digital Growth Founders Fund, LLC ("KPCB DGFF"). The managing member of KPCB DGFF is DGF Associates. The voting and dispositive control over the shares is shared by individual managing members of DGF Associates, including Mr. Gordon, none of whom has veto power.
- (4) The Warrant is exercisable at any time prior to the earliest to occur of: (i) July 17, 2018, (ii) the date of the Issuer's initial public offering or (iii) an acquisition of the Issuer.
- (5) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
- (6) Each share of Series B and Series C Preferred Stock automatically converted into shares of Class B Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering on December 21, 2011 and has no expiration date.

**Remarks:**

XIII Associates, DGF Associates and their respective managing members and directors, including Mr. Gordon, disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that XIII Associates, DGF Associates or any of their respective managing members or directors, including Mr. Gordon, is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON WILLIAM B 2750 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

/s/ Susan Biglieri, by power of attorney for William B. Gordon12/21/2011

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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