

FELD BRADLEY A
Form SC 13G
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2**

(Amendment No. _____) *

Zynga Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

98986T 10 8

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of This Statement)

Edgar Filing: FELD BRADLEY A - Form SC 13G

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 98986T 10 8

Page 2 of 10 Pages

1 NAMES OF REPORTING PERSONS.

Foundry Venture Capital 2007, L.P.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **34,560,060 (2)(3)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER
WITH

9 **34,560,060 (2)(3)**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Schedule 13G is filed by Foundry Venture Capital 2007, L.P. (Foundry), Foundry Venture 2007, LLC. (FV), Brad Feld (Feld), Seth Levine (Levine), Ryan McIntyre (McIntyre) and Jason Mendelson (Mendelson and together with Foundry, FV, Feld, Levine and McIntyre, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the Issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

CUSIP NO. 98986T 10 8

Page 3 of 10 Pages

1 NAMES OF REPORTING PERSONS.

Foundry Venture 2007, LLC.

2 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **34,560,060 (2)(3)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER
WITH

9 **34,560,060 (2)(3)**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

OO

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

3.

CUSIP NO. 98986T 10 8

Page 4 of 10 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bradley Feld

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **34,560,060 (2)(3)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER
WITH

9 **34,560,060 (2)(3)**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

4.

CUSIP NO. 98986T 10 8

Page 5 of 10 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Seth Levine

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **34,560,060 (2)(3)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER
WITH

34,560,060 (2)(3)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

CUSIP NO. 98986T 10 8

Page 6 of 10 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ryan McIntyre

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES **0**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **34,560,060 (2)(3)**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **0**
8 SHARED DISPOSITIVE POWER
WITH

9 **34,560,060 (2)(3)**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

CUSIP NO. 98986T 10 8

Page 7 of 10 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jason Mendelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

34,560,060 (2)(3)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

34,560,060 (2)(3)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,560,060 shares (2)(3)

Edgar Filing: FELD BRADLEY A - Form SC 13G

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.16% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

IN

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (3) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV owns no securities of the issuer directly. Feld, Levine, McIntyre and Mendelson are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (4) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (5) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

7.

Edgar Filing: FELD BRADLEY A - Form SC 13G

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock (Common Stock), of Zynga Inc., a Delaware corporation (the Issuer).

Item 1

- (a) Name of Issuer: Zynga Inc.
- (b) Address of Issuer s
Principal Executive Offices: 699 Eighth Street
San Francisco, California 94103

Item 2

- (a) Name of Reporting Persons Filing:
1. Foundry Venture Capital 2007, L.P. (Foundry)
 2. Foundry Venture 2007, LLC. (FV)
 3. Bradley Feld (Feld)
 4. Seth Levine (Levine)
 5. Ryan McIntyre (McIntyre)
 6. Jason Mendelson (Mendelson)
- (b) Address of Principal Business Office: c/o Foundry Group
1050 Walnut Street, Suite 210
Boulder, CO 80302

(c) Citizenship:

Foundry	Delaware
FV	Delaware
Feld	United States of America
Levine	United States of America
McIntyre	United States of America
Mendelson	United States of America

(d) Title of Class of Securities: Class A Common Stock

(e) CUSIP Number: 98986T 10 8

Item 3 Not applicable.

8.

Item 4 Ownership.

The following information with respect to the beneficial ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011:

Reporting Persons	Shares Held Directly (1)	Sole Voting Power	Shared Voting Power (1)	Sole Dispositive Power	Shared Dispositive Power (1)	Beneficial Ownership(1)	Percentage of Class (1, 3, 4)
Foundry	34,560,060	0	34,560,060	0	34,560,060	34,560,060	22.16%
FV(2)	0	0	34,560,060	0	34,560,060	34,560,060	22.16%
Feld (2)	0	0	34,560,060	0	34,560,060	34,560,060	22.16%
Levine (2)	0	0	34,560,060	0	34,560,060	34,560,060	22.16%
McIntyre (2)	0	0	34,560,060	0	34,560,060	34,560,060	22.16%
Mendelson (2)	0	0	34,560,060	0	34,560,060	34,560,060	22.16%

- (1) Consists of 34,560,060 shares of Class B Common Stock of the Issuer. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to seven votes per share and the holders of Class A Common Stock are entitled to one vote per share.
- (2) The shares are held by Foundry. FV serves as the general partner of Foundry and has sole voting and investment control over the shares owned by Foundry and may be deemed to own beneficially the shares held by Foundry. FV own no securities of the issuer directly. Levine, McIntyre, Mendelson and Feld are Managing members of Foundry Group, an affiliate of Foundry and share voting and dispositive power over the shares held by Foundry, and may be deemed to own beneficially the shares held by Foundry. The Managing Members own no securities of the Issuer directly.
- (3) Based on 121,381,032 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus 34,560,060 shares of the Issuer's Class B Common Stock held by the Reporting Persons as of December 31, 2011, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (4) The 34,560,060 shares of Class B Common Stock held by the Reporting Person represent 4.79% of the Issuer's outstanding Common Stock as of December 31, 2011, based on a total of 721,592,587 shares of Common Stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

9.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: February 14, 2012

FOUNDRY VENTURE CAPITAL 2007, L.P.

By: Foundry Venture 2007, LLC
Its: General Partner

By: /s/ Jason Mendelson
Jason Mendelson, Manager

FOUNDRY VENTURE 2007, LLC

By: /s/ Jason Mendelson
Jason Mendelson, Manager

/s/ Jason Mendelson
Jason Mendelson

/s/ Jason Mendelson
Jason Mendelson, Attorney-in-Fact for Brad Feld

/s/ Jason Mendelson
Jason Mendelson, Attorney-in-Fact for Seth Levine

/s/ Jason Mendelson
Jason Mendelson, Attorney-in-Fact for Ryan McIntyre
Exhibit(s):

A: Joint Filing Statement