

Bettner Paul  
Form SC 13G  
February 14, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

## **SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(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: Bettner Paul - 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 the disclosures provided in a prior cover page. The information required in 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

13G

1. Names of Reporting Persons

Emotional Investments, LP

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power

Number of

Shares 7,182,736(1)(2)

6. Shared Voting Power

Beneficially

Owned by

0

Each 7. Sole Dispositive Power

Reporting

Person 7,182,736(1)(2)

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,182,736(1)(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) ☐

11. Percent of Class Represented by Amount in Row 9

5.6%(3)(4)

12. Type of Reporting Person (see instructions)

PN

- (1) Consists of 7,182,736 shares of Class B common stock held directly by the Reporting Person as of December 31, 2011.
- (2) The Class B common stock is convertible at the holder's option into the Issuer's Class A common stock on a 1-for-1 basis.
- (3) Based on 121,381,032 shares of Class A common stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus the number of shares of Class B common stock held by the Reporting Person or affiliates of the Reporting Person, 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 7,182,736 shares of Class B Common Stock held by the Reporting Person represent 1.0% 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

13G

1. Names of Reporting Persons

Emotional Investments GP, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

7,182,736(1)(2)

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

7,182,736(1)(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,182,736(1)(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) ☐

11. Percent of Class Represented by Amount in Row 9

5.6%(3)(4)

12. Type of Reporting Person (see instructions)

OO

- (1) Consists of 7,182,736 shares of Class B common stock held directly by Emotional Investments, LP as of December 31, 2011, of which the Reporting Person is the general partner.
- (2) The Class B common stock is convertible at the holder's option into the Issuer's Class A common stock on a 1-for-1 basis.
- (3) Based on 121,381,032 shares of Class A common stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus the number of shares of Class B common stock held by the Reporting Person or affiliates of the Reporting Person, 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 7,182,736 shares of Class B Common Stock held by the Reporting Person represent 1.0% 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

13G

1. Names of Reporting Persons

Paul David Bettner

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 784,349(1)(2)  
6. Shared Voting Power

Beneficially

Owned by 7,182,736(2)(3)  
Each 7. Sole Dispositive Power

Reporting

Person 784,349(1)(2)  
8. Shared Dispositive Power  
With:

7,182,736(2)(3)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,967,085(1)(2)(3)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) ☐

11. Percent of Class Represented by Amount in Row 9

6.2%(4)(5)

12. Type of Reporting Person (see instructions)

IN

- (1) Consists of 784,349 shares of Class B common stock held directly by the Reporting Person as of December 31, 2011.
- (2) The Class B common stock is convertible at the holder's option into the Issuer's Class A common stock on a 1-for-1 basis.
- (3) Consists of 7,182,736 shares of Class B common stock held directly by the Emotional Investments, LP as of December 31, 2011, of which Emotional Investment GP, LLC is the general partner. The Reporting Person is the manager of Emotional Investment GP, LLC.
- (4) Based on 121,381,032 shares of Class A common stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus the number of shares of Class B common stock held by the Reporting Person or affiliates of the Reporting Person, 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 7,967,085 shares of Class B Common Stock held by the Reporting Person represent 1.1% 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 1(a). Name of Issuer:**

Zynga Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

699 Eighth Street

San Francisco, CA 94103

**Item 2(a). Name of Person Filing:**

Emotional Investments, LP

Emotional Investments GP, LLC

Paul David Bettner

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

c/o Zynga Inc.

699 Eighth Street

San Francisco, CA 94103

**Item 2(c). Citizenship:**

Emotional Investments, LP Texas

Emotional Investments GP, LLC Texas

Paul David Bettner United States of America

**Item 2(d). Title of Class of Securities:**

Class A Common Stock

**Item 2(e). CUSIP Number:**

98986T 10 8

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

**(a) Amount Beneficially Owned:**

Emotional Investments, LP	7,182,736 (1)(2)
Emotional Investments GP, LLC	7,182,736 (1)(2)
Paul David Bettner	7,967,085 (1)(2)(3)

**(b) Percent of Class:**

Emotional Investments, LP	5.6% (4)(5)
Emotional Investments GP, LLC	5.6% (4)(5)
Paul David Bettner	6.2% (4)(6)

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote**

Emotional Investments, LP	7,182,736(1)(2)
Emotional Investments GP, LLC	0
Paul David Bettner	784,349(2)(3)

(ii) **Shared power to vote or to direct the vote:**

Emotional Investments, LP	0
Emotional Investments GP, LLC	7,182,736(1)(2)
Paul David Bettner	7,182,736(1)(2)

(iii) **Sole power to dispose or to direct the disposition of:**

Emotional Investments, LP	7,182,736(1)(2)
Emotional Investments GP, LLC	0
Paul David Bettner	784,349(2)(3)

(iv) **Shared power to dispose or to direct the disposition of:**

Emotional Investments, LP	0
Emotional Investments GP, LLC	7,182,736(1)(2)
Paul David Bettner	7,182,736(1)(2)

- (1) Consists of 7,182,736 shares of Class B common stock held directly by Emotional Investments, LP as of December 31, 2011, of which Emotional Investments GP, LLC is the general partner. Paul David Bettner is the manager of Emotional Investments GP, LLC.
- (2) The Class B common stock is convertible at the holder's option into the Issuer's Class A common stock on a 1-for-1 basis.
- (3) Consists of 784,349 shares of Class B common stock held directly by the Reporting Person as of December 31, 2011.
- (4) Based on 121,381,032 shares of Class A common stock outstanding as of December 31, 2011, as reported by the Issuer to the Reporting Person, plus the number of shares of Class B common stock held by the Reporting Person or affiliates of the Reporting Person, 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 7,182,736 shares of Class B Common Stock held by the Reporting Person represent 1.0% 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.
- (6) The 7,967,085 shares of Class B Common Stock held by the Reporting Person represent 1.1% 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 5 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 5 percent of the class of securities, check the following ☐.

**Item 6. Ownership of More than 5 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 or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of a Group**

Not applicable

**Item 10. Certification**

Not applicable

**SIGNATURE**

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

February 14, 2012

Emotional Investments, LP

/s/ Paul David Bettner

By: Emotional Investments GP, LLC

Its: General Partner

By: Paul David Bettner, Manager

Emotional Investments GP, LLC

/s/ Paul David Bettner

By: Paul David Bettner, Manager

/s/ Paul David Bettner

Paul David Bettner

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**