

ZYNGA INC  
Form SC 13G/A  
August 09, 2012

UNITED  
STATES  
SECURITI  
ES AND  
EXCHANGE  
COMMISSI  
ON  
Washingt  
on, D.C.  
20549

SCHEDULE  
13G

Under  
the  
Securiti  
es  
Exchange  
Act of  
1934

Amendmen  
t No.:  
1\*

Name of  
Issuer:  
Zynga  
Inc.

Title of  
Class of  
Securiti  
es:  
Class A  
Common  
Stock

CUSIP  
Number:  
98986T10  
8

Date of  
Event  
Which  
Requires  
Filing  
of this  
Statemen  
t:  
7/31/201  
2

Check  
the  
appropri  
ate box

to  
designat  
e the  
rule  
pursuant  
to which  
this  
Schedule  
is  
filed.

Rule  
13d-1(b)  
 Rule  
13d-1(c)  
 Rule  
13d-1(d)

\* The  
remainde  
r of  
this  
cover  
page  
shall be  
filled  
out for  
a  
reportin  
g  
person's  
initial  
filing  
on this  
form  
with  
respect  
to the  
subject  
class of  
securiti  
es, and  
for any  
subseque  
nt  
amendmen  
t  
containi  
ng  
informat  
ion  
which  
would  
alter  
the  
disclosu  
res  
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.:  
98986T10  
8

1. NAME  
OF  
REPORTING PERSON  
S.S. OR  
I.R.S.

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IDENTIFI  
CATION  
NO. OF  
ABOVE  
PERSON  
Janus  
Capital  
Manageme  
nt LLC  
EIN  
#75-3019  
302

2. CHECK  
THE  
APPROPRI  
ATE BOX  
IF A  
MEMBER  
OF A  
GROUP  
a. \_\_\_\_  
b. \_\_\_\_  
3. SEC  
USE ONLY

4.  
CITIZENS  
HIP OR  
PLACE OF  
ORGANIZA  
TION  
Delaware

NUMBER  
OF  
SHARES  
BENEFICI  
ALLY  
OWNED BY  
EACH  
REPORTIN  
G PERSON  
WITH:

5. SOLE  
VOTING  
POWER  
23,239,7  
81\*\*

6.  
SHARED  
VOTING  
POWER  
-0-

7. SOLE  
DISPOSIT  
IVE  
POWER  
23,239,7

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81\*\*

8.  
SHARED  
DISPOSIT  
IVE  
POWER  
-0-

9.  
AGGREGAT  
E AMOUNT  
BENEFICI  
ALLY  
OWNED BY  
EACH  
REPORTIN  
G PERSON  
23,239,7  
81\*\*

10.  
CHECK  
BOX IF  
THE  
AGGREGAT  
E AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
Not  
applicab  
le

11.  
PERCENT  
OF CLASS  
REPRESEN  
TED BY  
AMOUNT  
IN ROW  
(9)  
5.0%\*\*

12. TYPE  
OF  
REPORTIN  
G PERSON  
IA, HC

\*\* See  
Item 4  
of this  
filing

Item 1.

(a).  
Name of  
Issuer:

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Zynga  
Inc.  
("Zynga"  
)

(b).  
Address  
of  
Issuer's  
Principa  
l  
Executiv  
e  
Offices:

699  
Eighth  
St.  
San  
Francisc  
o, CA  
94103

Item 2.

(a) .- (c)  
.. Name,  
Principa  
l  
Business  
Address,  
and  
Citizens  
hip of  
Persons  
Filing:

(1)  
Janus  
Capital  
Manageme  
nt LLC  
("Janus  
Capital"  
)  
151  
Detroit  
Street  
Denver,  
Colorado  
80206  
Citizens  
hip:  
Delaware

(d).  
Title of  
Class of  
Securiti  
es:  
Class A  
Common

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Stock

(e).  
CUSIP  
Number:  
98986T10  
8

Item 3.

This  
statemen  
t is  
filed  
pursuant  
to Rule  
13d-1  
(b) or  
13d-2 (b)  
and the  
person  
filing,  
Janus  
Capital,  
is an  
investme  
nt  
adviser  
in  
accordan  
ce with  
Section  
240.13d-  
1(b) (ii)  
(E) as  
well as  
a parent  
holding  
company/  
control  
person  
in  
accordan  
ce with  
Section  
240.13d-  
1(b) (ii)  
(G). See  
Item 4  
for  
addition  
al  
informat  
ion.

Item 4.  
Ownershi  
p

The  
informat  
ion in

items 1  
and 5  
through  
11 on  
the  
cover  
page(s)  
on  
Schedule  
13G is  
hereby  
incorpor  
ated by  
referenc  
e.

Janus  
Capital  
has a  
direct  
94.8%  
ownershi  
p stake  
in  
INTECH  
Investme  
nt  
Manageme  
nt  
("INTECH  
") and a  
direct  
77.8%  
ownershi  
p stake  
in  
Perkins  
Investme  
nt  
Manageme  
nt  
LLC("Per  
kins").  
Due to  
the  
above  
ownershi  
p  
structur  
e,  
holdings  
for  
Janus  
Capital,  
Perkins  
and  
INTECH  
are  
aggregat  
ed for  
purposes  
of this

filing.  
Janus  
Capital,  
Perkins  
and  
INTECH  
are  
register  
ed  
investme  
nt  
advisers  
, each  
furnishi  
ng  
investme  
nt  
advice  
to  
various  
investme  
nt  
companie  
s  
register  
ed under  
Section  
8 of the  
Investme  
nt  
Company  
Act of  
1940 and  
to  
individu  
al and  
institut  
ional  
clients  
(collect  
ively  
referred  
to  
herein  
as  
"Managed  
Portfoli  
os").

As a  
result  
of its  
role as  
investme  
nt  
adviser  
or  
sub-advi  
ser to  
the  
Managed  
Portfoli

os,  
Janus  
Capital  
may be  
deemed  
to be  
the  
benefici  
al owner  
of  
23,239,7  
81  
shares  
or 5.0%  
of the  
shares  
outstand  
ing of  
Zynga  
Class A  
Common  
Stock  
held by  
such  
Managed  
Portfoli  
os.

However,  
Janus  
Capital  
does not  
have the  
right to  
receive  
any  
dividend  
s from,  
or the  
proceeds  
from the  
sale of,  
the  
securiti  
es held  
in the  
Managed  
Portfoli  
os and  
disclaim  
s any  
ownershi  
p  
associat  
ed with  
such  
rights.

Item 5.  
Ownershi  
p of  
Five  
Percent

or Less  
of a  
Class

Not  
applicab  
le.

Item 6.  
Ownersh  
p of  
More  
than  
Five  
Percent  
on  
Behalf  
of  
Another  
Person

The  
Managed  
Portfoli  
os, set  
forth in  
Item 4  
above,  
have the  
right to  
receive  
all  
dividend  
s from,  
and the  
proceeds  
from the  
sale of,  
the  
securiti  
es held  
in their  
respecti  
ve  
accounts  
..

The  
interest  
of any  
one such  
person  
does not  
exceed  
5% of  
the  
class of  
securiti  
es.

These  
shares

were  
acquired  
in the  
ordinary  
course  
of  
business  
, and  
not with  
the  
purpose  
of  
changing  
or  
influenc  
ing  
control  
of the  
Issuer.

Item 7.  
Identifi  
cation  
and  
Classifi  
cation  
of the  
Subsidia  
ry Which  
Acquired  
the  
Security  
Being  
Reported  
on by  
the  
Parent  
Holding  
Company

Not  
applicab  
le.

Item 8.  
Identifi  
cation  
and  
Classifi  
cation  
of  
Members  
of the  
Group

Not  
applicab  
le.

Item 9.  
Notice  
of

Dissolut  
ion of  
Group

Not  
applicab  
le.

Item 10.  
Certific  
ation

By  
signing  
below I  
certify  
that, to  
the best  
of my  
knowledg  
e and  
belief,  
the  
securiti  
es  
referred  
to above  
were  
acquired  
in the  
ordinary  
course  
of  
business  
and were  
not  
acquired  
for the  
purpose  
of and  
do not  
have the  
effect  
of  
changing  
or  
influen  
cing the  
control  
of the  
issuer  
of such  
securiti  
es and  
were not  
acquired  
in  
connecti  
on with  
or as a  
particip  
ant in

any  
transact  
ion  
having  
such  
purposes  
or  
effect.

SIGNATUR  
ES

After  
reasonab  
le  
inquiry  
and to  
the best  
of my  
knowledg  
e and  
belief,  
I  
certify  
that the  
informat  
ion set  
forth in  
this  
statemen  
t is  
true,  
complete  
and  
correct.

JANUS  
CAPITAL  
MANAGEME  
NT LLC

By /s/  
David R.  
Kowalski  
8/10/201  
2 David  
R.  
Kowalski

,  
Date  
Senior  
Vice  
Presiden  
t and  
CCO