

ZILLOW INC
Form 4
February 17, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACHFORD ERIK C

(Last) (First) (Middle)

C/O ZILLOW, INC., 1301
SECOND AVENUE, FLOOR 31

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ZILLOW INC [Z]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Class A Common Stock	02/17/2015		D(1)	3,142	D (1) 0	D	
Class A Common Stock	02/17/2015		D(1)	201,624	D (1) 0	I	Blachford-Mohit Family Trust

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 31.02	02/17/2015		D ⁽¹⁾	9,001	03/01/2012 ⁽²⁾ 03/01/2019	Class A Common Stock 9,001
Stock Option (right to buy)	\$ 45.59	02/17/2015		D ⁽¹⁾	6,138	03/01/2013 ⁽²⁾ 03/01/2020	Class A Common Stock 6,138
Stock Option (right to buy)	\$ 82.74	02/17/2015		D ⁽¹⁾	4,602	03/01/2014 ⁽²⁾ 03/03/2021	Class A Common Stock 4,602

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BLACHFORD ERIK C C/O ZILLOW, INC., 1301 SECOND AVENUE, FLOOR 31 SEATTLE, WA 98101	X

Signatures

/s/ Brad Owens,
Attorney-in-Fact 02/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Class A Common Stock and derivative securities of Zillow, Inc. ("Issuer") were disposed of pursuant to the transactions contemplated by the Agreement and Plan of Merger among Issuer, Zillow Group, Inc., f/k/a Zebra Holdco, Inc. ("HoldCo"), and Trulia, Inc., dated as of

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July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Issuer became a wholly owned subsidiary of HoldCo, and each share of Class A Common Stock of Issuer was converted into one share of Class A Common Stock of HoldCo. Derivative securities relating to the Class A Common Stock of Issuer were assumed by HoldCo and converted into derivative securities relating to an equal number of shares of Class A Common Stock of HoldCo on otherwise the same terms and conditions (including the vesting schedule and exercise price) that applied to such derivative securities immediately prior to the Effective Time.

(2) Option is fully vested and exercisable on date of grant.

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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