

COSTAR GROUP INC

Form 4

March 02, 2017

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 *
FLORANCE ANDREW C

(Last) (First) (Middle)

C/O COSTAR GROUP, INC., 1331
L STREET, NW

(Street)

WASHINGTON, DC 20005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COSTAR GROUP INC [CSGP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

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)

President and CEO

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) |
|--|--------------------------------------|--|--------------------------------|---|------------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 02/28/2017 | | F | | 1,899 | D | \$ 203.99 | 157,523 <u>(1)</u> | D |
| Common Stock, par value \$0.01 per share | 03/02/2017 | | D | | 2,871 <u>(2)</u> | D | \$ 0 | 154,652 <u>(3)</u> | D |
| Common Stock, par | 03/02/2017 | | F | | 3,302 | D | \$ 206.8 | 151,350 <u>(4)</u> | D |

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

03/02/2017

A

30,080
(5)

A

\$ 0

181,430 (6)

D

Common
Stock, par
value
\$0.01 per
share

03/02/2017

S

26,271

D

\$

205.31

(7)

155,159 (8)

D

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

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SEC 1474
(9-02)

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 |
| Option to Acquire Common Stock | \$ 204.91 | 03/02/2017 | | A | | 34,600 | | <u>(9)</u> | 03/01/2027 | Common Stock | 34,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| FLORANCE ANDREW C C/O COSTAR GROUP, INC. 1331 L STREET, NW WASHINGTON, DC 20005 | X President and CEO |

Signatures

/s/ Jonathan Coleman,
Attorney-in-Fact

03/02/2017

__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) Represents all shares of Common Stock owned, consisting of 94,903 shares of Common Stock and 62,620 shares of Common Stock subject to unvested Restricted Stock grants.
- (2) Shares forfeited from February 28, 2014 performance restricted stock grant upon measurement and certification of achievement of the performance goal by the Compensation Committee.
- (3) Represents all shares of Common Stock owned, consisting of 94,903 shares of Common Stock and 59,749 shares of Common Stock subject to unvested Restricted Stock grants.
- (4) Represents all shares of Common Stock owned, consisting of 98,090 shares of Common Stock and 53,260 shares of Common Stock subject to unvested Restricted Stock grants.
- Includes a grant of 18,800 shares of restricted common stock that vest in three equal installments on March 2, 2018, March 2, 2019 and
- (5) March 2, 2020, and a grant of 11,280 shares of restricted common stock that vest based upon CoStar Group, Inc.'s achievement of a three-year performance goal.
- (6) Represents all shares of Common Stock owned, consisting of 98,090 shares of Common Stock and 83,340 shares of Common Stock subject to unvested Restricted Stock grants.
- (7) Average based on sales prices ranging from \$204.55 to \$206.05.
- (8) Represents all shares of Common Stock owned, consisting of 71,819 shares of Common Stock and 83,340 shares of Common Stock subject to unvested Restricted Stock grants.
- (9) The option vests in three equal installments on March 2, 2018, March 2, 2019 and March 2, 2020.

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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