

ZILLOW INC
Form 4
May 12, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock | 05/08/2014 | | J ⁽¹⁾ | 491,000 | D | \$ 0 | 0 | I | TCV V, L.P. ⁽²⁾ |
| Class A Common Stock | 05/08/2014 | | J ⁽³⁾ | 9,445 | D | \$ 0 | 0 | I | TCV Member Fund, L.P. ⁽⁴⁾ |
| Class A Common Stock | 05/08/2014 | | J ⁽⁵⁾ | 126,433 | A | \$ 0 | 126,433 | I | Technology Crossover Management V, L.L.C. ⁽⁶⁾ |

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| | | | | | | | | |
|----------------------------|------------|-------------------|---------|---|--------------|--------|-------------------|--|
| Class A Common Stock | 05/08/2014 | J ⁽⁷⁾ | 126,433 | D | \$ 0 | 0 | I | Technology Crossover Management V, L.L.C. ⁽⁶⁾ |
| Class A Common Stock | 05/08/2014 | J ⁽⁸⁾ | 28,834 | A | \$ 0 | 63,926 | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽¹⁰⁾ |
| Class A Common Stock | 05/08/2014 | J ⁽⁹⁾ | 9,611 | A | \$ 0 | 20,986 | I | Hamilton Investments Limited Partnership ⁽¹¹⁾ |
| Class A Common Stock | 05/09/2014 | J ⁽¹²⁾ | 142 | A | \$ 0 | 64,068 | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽¹⁰⁾ |
| Class A Common Stock | 05/12/2014 | M | 2,001 | A | \$ 31.02 | 2,001 | D ⁽¹³⁾ | |
| Class A Common Stock | 05/12/2014 | M | 6,138 | A | \$ 45.59 | 8,139 | D ⁽¹³⁾ | |
| Class A Common Stock | 05/12/2014 | M | 4,602 | A | \$ 82.74 | 12,741 | D ⁽¹³⁾ | |
| Class A Common Stock | 05/12/2014 | S | 12,741 | D | \$ 100.58 | 0 | D ⁽¹³⁾ | |

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) | 8. D S (I |
|---|--|---|---|--------------------------------------|---|--|---|-----------------|
|---|--|---|---|--------------------------------------|---|--|---|-----------------|

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|------------|------|-------|---------------------|--------------------|----------------------------|--|
| | | | Code | V | (A) | (D) | | |
| Stock Option (right to buy) | \$ 31.02 | 05/12/2014 | M | | | | Class A Common Stock | 2,001 |
| | | | | 2,001 | 03/01/2012 | 03/01/2019 | | |
| Stock Option (right to buy) | \$ 45.59 | 05/12/2014 | M | | | | Class A Common Stock | 6,138 |
| | | | | 6,138 | 03/01/2013 | 03/01/2020 | | |
| Stock Option (right to buy) | \$ 82.74 | 05/12/2014 | M | | | | Class A Common Stock | 4,602 |
| | | | | 4,602 | 03/03/2014 | 03/03/2021 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | | | |

Signatures

Frederic D. Fenton, Authorized signatory for Jay C.
Hoag

05/12/2014

__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) In kind pro-rata distribution from TCV V, L.P. ("TCV V") to its partners, without consideration.
These shares are directly held by TCV V. Jay C. Hoag ("Hoag") is a Class A Member of Technology Crossover Management V, L.L.C. ("TCM V"), which is the sole general partner of TCV V. Hoag and TCM V may be deemed to beneficially own the shares held by TCV V, Hoag and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (3) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.
These shares are directly held by Member Fund. Hoag is a (i) Class A Member of TCM V, which is a general partner of Member Fund, and (ii) limited partner of Member Fund. Hoag and TCM V may be deemed to beneficially own the shares held by Member Fund, but Hoag and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) Acquisition by TCM V pursuant to an in kind pro-rata distribution by TCV V to its partners, without consideration.
- (6) These securities are directly held by TCM V. Hoag is a Class A Member of TCM V. Hoag may be deemed to beneficially own the shares held by TCM V but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (7) In kind pro-rata distribution by TCM V to its partners, without consideration.
- (8) Acquisition by Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by TCM V and Member Fund to their partners, without consideration.
- (9) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by TCM V and Member Fund to their partners, without consideration.
- (10) Mr. Hoag is a trustee of Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) Mr. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (12) Acquisition by Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by Benchmark Founders Fund V, LP to its partners, without consideration.

These stock options are directly held by Hoag. Hoag has sole dispositive power over the stock options and the underlying shares;
(13) however, TCV Management 2004, L.L.C. ("TCM 2004") owns 100% of the pecuniary interest therein. Hoag is a Member of TCM 2004, but disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.
- (14) Not applicable.

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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