

ZILLOW GROUP, INC.
Form 4
February 17, 2015

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 *
Philips Kathleen

(Last) (First) (Middle)

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

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZILLOW GROUP, 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)

Chief Operating Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock	02/17/2015		A ⁽¹⁾	575 A <u>1</u>	575	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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)	\$ 3.2448	02/17/2015		A ⁽¹⁾		2,219		07/12/2011 ⁽²⁾	07/20/2017	Class A Common Stock	2,219
Stock Option (right to buy)	\$ 3.887	02/17/2015		A ⁽¹⁾		4,007		03/01/2012 ⁽²⁾	03/01/2018	Class A Common Stock	4,007
Stock Option (right to buy)	\$ 30.46	02/17/2015		A ⁽¹⁾		10,500		03/01/2013 ⁽²⁾	02/02/2019	Class A Common Stock	10,500
Stock Option (right to buy)	\$ 36.36	02/17/2015		A ⁽¹⁾		43,000		02/01/2014 ⁽²⁾	01/24/2020	Class A Common Stock	43,000
Stock Option (right to buy)	\$ 82.05	02/17/2015		A ⁽¹⁾		27,783		02/01/2015 ⁽²⁾	01/02/2021	Class A Common Stock	27,783
Stock Option (right to buy)	\$ 94.8	02/17/2015		A ⁽¹⁾		30,000		04/09/2015 ⁽²⁾	04/09/2021	Class A Common Stock	30,000
Stock Option (right to buy)	\$ 101.715	02/17/2015		A ⁽¹⁾		30,000		01/01/2016 ⁽²⁾	01/07/2022	Class A Common Stock	30,000
Stock Option (right to buy)	\$ 101.715 ⁽³⁾	02/17/2015		A ⁽¹⁾		50,000		01/01/2016 ⁽⁴⁾	01/07/2025	Class A Common Stock	50,000

