

COSTAR GROUP INC  
Form 8-K/A  
August 14, 2012

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

FORM 8-K/A

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 14, 2012 (April 30, 2012)

COSTAR GROUP, INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 0-24531<br>(Commission File Number) | 52-2091509<br>(IRS Employer Identification No.) |
|---|-------------------------------------|---|

|   |                     |
|---|---------------------|
| 1331 L Street, NW, Washington, DC<br>(Address of principal executive offices) | 20005<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (202) 346-6500

Not Applicable  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Introductory Note

On April 30, 2012, CoStar Group, Inc. (“CoStar”) filed with the Securities and Exchange Commission (“SEC”) a Current Report on Form 8-K (the “Original Form 8-K”) in connection with the completion of its acquisition of LoopNet, Inc. (“LoopNet”) pursuant to an Agreement and Plan of Merger dated April 27, 2011, as amended May 20, 2011 (the “Merger Agreement”), among CoStar, Lonestar Acquisition Sub, Inc., a wholly owned subsidiary of CoStar (“Merger Sub”), and LoopNet. Pursuant to the Merger Agreement, Merger Sub merged with and into LoopNet and LoopNet became a wholly-owned subsidiary of CoStar (the “Merger”). On June 22, 2012, CoStar filed with the SEC a Current Report on Form 8-K/A (the “June 8-K Amendment”) to amend Item 9.01 of the Original Form 8-K to present certain historical financial statements of LoopNet (the “LoopNet Financial Statements”) and to present certain unaudited pro forma financial information in connection with the Merger, which financial statements and unaudited pro forma financial information were filed as exhibits to the Current Report on Form 8-K/A. The June 8-K Amendment incorporated the LoopNet Financial Statements by reference to the Annual Report on Form 10-K for the year ended December 31, 2011 filed by LoopNet (SEC File No. 000-52026) on February 24, 2012 (the “LoopNet 10-K”) and the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed by LoopNet on April 27, 2012 (the “LoopNet 10-Q”). This Current Report on Form 8-K/A amends the Original Form 8-K and the June 8-K Amendment to file as exhibits the pertinent pages from the LoopNet 10-K and the LoopNet 10-Q.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |  |
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| 23.1 | Consent of Independent Registered Public Accounting Firm, dated August 14, 2012. |
|------|--|

|      |  |
|------|--|
| 99.1 | Audited consolidated balance sheets of LoopNet as of December 31, 2011 and December 31, 2010, the audited consolidated statements of income, stockholders' equity and cash flows of LoopNet for the years ended December 31, 2011, December 31, 2010 and December 31, 2009, and the notes related thereto (incorporated by reference to the Annual Report on Form 10-K for the year ended December 31, 2011 filed by LoopNet (SEC File No. 000-52026) on February 24, 2012; pertinent pages are filed herewith). |
|------|--|

|      |  |
|------|--|
| 99.2 | Unaudited condensed consolidated balance sheet of LoopNet as of March 31, 2012, the unaudited condensed consolidated statements of income and comprehensive income and cash flows of LoopNet for the three-month periods ended March 31, 2012 and March 31, 2011, and the notes related thereto (incorporated by reference to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed by LoopNet (SEC File No. 000-52026) on April 27, 2012; pertinent pages are filed herewith). |
|------|--|

|      |   |
|------|---|
| 99.3 | Unaudited pro forma condensed combined financial information of CoStar as of, and for the three months ended March 31, 2012, and for the year ended December 31, 2011, giving effect to the Merger (incorporated by reference to the June 8-K Amendment). |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COSTAR GROUP, INC.

By:  
/s/ Brian J. Radecki

Date: August 14, 2012

Name: Brian J. Radecki  
Title: Chief Financial Officer

Exhibit Index

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