

HOAG JAY C
Form 4
November 23, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
ZILLOW GROUP, INC. [Z AND ZG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2018

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

C/O TECHNOLOGY CROSSOVER VENTURES, 250 MIDDLEFIELD ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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. Code | 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 |
| Class C Common Stock | 11/21/2018 | | P | | 650,000 | A | \$ 29.087 (1) |
| | | | | | | | 2,535,000 |
| Class C Common Stock | 11/23/2018 | | P | | 200,000 | A | \$ 29.4736 (3) |
| | | | | | | | 2,735,000 |
| Class A Common Stock | | | | | | | 384,337 |
| | | | | | | | I |
| | | | | | | | Mariner Investor II, L.P. (2) |
| | | | | | | | Mariner Investor II, L.P. (2) |
| | | | | | | | Mariner Investor II, L.P. (2) |

| | | | | |
|----------------------------|--|--------|---|---|
| Class A Common Stock | | 29,049 | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽⁴⁾ |
| Class C Common Stock | | 58,098 | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽⁴⁾ |

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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(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. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025 | X |

Signatures

Frederic D. Fenton, Authorized signatory for Jay C. Hoag
11/23/2018

__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).

This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$28.81 to \$29.27 per share.

- (1) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

These shares are directly held by Mariner Investor II, L.P. ("Mariner II"). Jay C. Hoag is a Class A Director of Technology Crossover Management VIII, Ltd. ("Management VIII"). Management VIII is the sole general partner of Technology Crossover Management VIII,

- (2) L.P., which in turn is the sole general partner of TCV VIII, L.P., which in turn is the sole member of Mariner Investor GP II, LLC, which in turn is the sole general partner of Mariner II. Mr. Hoag may be deemed to beneficially own the shares held by Mariner II but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$28.97 to \$29.72 per share.

- (3) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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