

ZILLOW GROUP, INC.  
Form 8-K  
March 08, 2016

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

**FORM 8-K**

**CURRENT REPORT**

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

**Date of Report (Date of Earliest Event Reported): March 2, 2016**

**ZILLOW GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Washington**  
**(State or other jurisdiction of**  
**incorporation)**

**001-36853**  
**(Commission File Number)**

**47-1645716**  
**(I.R.S. Employer**  
**Identification Number)**

**1301 Second Avenue, Floor 31, Seattle, Washington**  
**(Address of principal executive offices)**

**98101**  
**(Zip Code)**

**(206) 470-7000**

**@ZillowGroup**

**(Registrant's telephone number, including area code)**

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:

- ..  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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 2, 2016, Mr. Gregory Waldorf notified the board of directors (the Board) of Zillow Group, Inc. (the Company) of his decision not to stand for re-election to the Board when his current term expires at the Company's 2016 Annual Meeting of Shareholders (the 2016 Annual Meeting) to be held in June 2016. Mr. Waldorf reported that his voluntary departure is not due to any disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

Upon Mr. Waldorf's voluntary departure from the Board when his term expires at the 2016 Annual Meeting, a majority of the Board may not be comprised of directors who meet the independence standards of the Nasdaq Stock Market Listing Rules (the Listing Rules). Upon such occurrence, the Company intends to reestablish a majority of independent directors before the expiration of any applicable cure period permitted under the Listing Rules.

Mr. Waldorf served as a director of Trulia from September 2005 until February 2015, at which time he was elected to the Company's Board. The Board expresses its sincere appreciation for Mr. Waldorf's service to the Company and the valuable contributions he has made to the Company's success.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks and uncertainties. Statements containing words such as may, believe, anticipate, expect, intend, plan, project, will, project, or similar expressions constitute forward-looking statements. Such forward-looking statements are subject to significant risks and uncertainties, and actual results may differ materially from the results anticipated in the forward-looking statements. Differences may result from actions taken by the Compensation Committee, as well as from risks and uncertainties beyond the Company's control. Additional factors that could cause results to differ materially from those anticipated in forward-looking statements can be found under the caption Risk Factors in Zillow Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and in the Company's other filings with the Securities and Exchange Commission. Except as may be required by law, Zillow Group does not intend, nor undertake any duty, to update this information to reflect future events or circumstances.

**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.

Dated: March 8, 2016

**ZILLOW GROUP, INC.**

By: /s/ KATHLEEN PHILIPS

Name: Kathleen Philips

Title: Chief Financial Officer, Chief Legal Officer, and

Secretary