

ZILLOW INC  
Form 4  
February 17, 2015

**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 \*  
**GURLEY J WILLIAM**

(Last) (First) (Middle)

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

(Street)

**SEATTLE, WA 98101**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ZILLOW 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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Class A Common Stock            | 02/17/2015                           |  | D <sup>(1)</sup>               | 72,646 D  | 0   | D  |   |
| Class A Common Stock            | 02/17/2015                           |  | D <sup>(1)</sup>               | 154 D   | 0   | I  | J. William Gurley's family partnership                |

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

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SEC 1474 (9-02)

number.

**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 (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) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------|----------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
|  |  |                                      |  |                                |  | Code   | V   | (A)                  | (D)                        |
| Stock Option (right to buy)                | \$ 31.02   | 02/17/2015                           |  | D <sup>(1)</sup>               | 9,001  | 03/01/2012 <sup>(2)</sup>                                | 03/01/2019  | Class A Common Stock | 9,001                      |
| Stock Option (right to buy)                | \$ 45.59   | 02/17/2015                           |  | D <sup>(1)</sup>               | 6,138  | 03/01/2013 <sup>(2)</sup>                                | 03/01/2020  | Class A Common Stock | 6,138                      |
| Stock Option (right to buy)                | \$ 82.74   | 02/17/2015                           |  | D <sup>(1)</sup>               | 4,602  | 03/03/2014 <sup>(2)</sup>                                | 03/03/2021  | Class A Common Stock | 4,602                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GURLEY J WILLIAM<br>C/O ZILLOW, INC.,<br>1301 SECOND AVENUE, FLOOR 31<br>SEATTLE, WA 98101 | X             |           |         |       |

## Signatures

/s/ Brad Owens,  
Attorney-in-Fact

02/17/2015

\*\*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).

Class A Common Stock and derivative securities of Zillow, Inc. ("Issuer") were disposed of pursuant to the transactions contemplated by the Agreement and Plan of Merger among Issuer, Zillow Group, Inc., f/k/a Zebra Holdco, Inc. ("HoldCo"), and Trulia, Inc., dated as of July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Issuer became a wholly owned subsidiary of HoldCo, and each share of Class A Common Stock of Issuer was converted into one share of Class A Common Stock of HoldCo. Derivative securities relating to the Class A Common Stock of Issuer were assumed by HoldCo and converted into derivative securities relating to an equal number of shares of Class A Common Stock of HoldCo on otherwise the same terms and conditions (including the vesting schedule and exercise price) that applied to such derivative securities immediately prior to the Effective Time.

- (1)
- (2) Option is fully vested and exercisable on date of grant.

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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