ZILLOW INC Form 4

February 17, 2015

# FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB APPROVAL
OMB
3235-0287

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\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

D

Person

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bohutinsky Amy Issuer Symbol ZILLOW INC [Z] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify C/O ZILLOW, INC.,, 1301 02/17/2015 below) below) SECOND AVENUE, FLOOR 31 Chief Marketing Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SEATTLE, WA 98101

Class A

Common

01/17/2015

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	01/17/2015		M	1,770	A	\$ 3.2448	1,770	D	
Class A Common Stock	01/17/2015		M	1,632	A	\$ 3.5828	3,042	D	
Class A Common Stock	01/17/2015		M	265	A	\$ 3.887	3,667	D	

3,667

D

\$

110.96

0

 $S^{(1)}$ 

#### Stock

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	and 5		Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 3.2448	02/17/2015		M(1)		1,770	09/15/2011(3)	09/15/2017	Class A Common Stock	1,770
Stock Option (right to buy)	\$ 3.5828	02/17/2015		M <u>(1)</u>		1,632	03/12/2011(3)	03/12/2017	Class A Common Stock	0
Stock Option (right to buy)	\$ 3.887	02/17/2015		M(1)		265	03/01/2012(3)	03/01/2018	Class A Common Stock	3,619
Stock Option (right to buy)	\$ 3.887	02/17/2015		D(2)		3,619	03/01/2012(3)	03/01/2018	Class A Common Stock	3,619
Stock Option (right to buy)	\$ 3.5152	02/17/2015		D(2)		2,664	02/12/2010(3)	02/12/2016	Class A Common Stock	2,664
Stock Option (right to buy)	\$ 30.46	02/17/2015		D(2)		18,000	03/01/2013(3)	02/02/2019	Class A Common Stock	18,000
	\$ 36.36	02/17/2015		D(2)		43,000	02/01/2014(3)	01/24/2020		43,00

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Stock Option (right to buy)							Class A Common Stock	
Stock Option (right to buy)	\$ 82.05	02/17/2015	D(2)	27,783	02/01/2015(3)	01/02/2021	Class A Common Stock	27,78
Stock Option (right to buy)	\$ 101.715	02/17/2015	D(2)	30,000	01/01/2016(3)	01/07/2022	Class A Common Stock	30,00
Stock Option (right to buy)	\$ 101.715 (4)	02/17/2015	D <u>(1)</u>	50,000	01/01/2016(5)	01/07/2025	Class A Common Stock	50,00

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bohutinsky Amy C/O ZILLOW, INC., 1301 SECOND AVENUE, FLOOR 31 SEATTLE, WA 98101

Chief Marketing Officer

## **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).
- (1) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 16, 2014.
  - 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.
- (3) Date at which first vesting occurs is indicated. 1/4th of the total number of shares originally subject to the option becomes exercisable at the first vesting date and an additional 1/48th becomes exercisable each month thereafter until the option is fully vested.
- (4) The option's exercisability is subject to shareholder approval of a share increase under the Issuer's Amended and Restated 2011 Incentive Plan assumed by HoldCo.

Reporting Owners 3

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Date at which first vesting occurs is indicated. 1/16th of the total number of shares originally subject to the option becomes vested at the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years; an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 1-year anniversary of the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years; an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 2-year anniversary of the first vesting date and an additional 1/192 becomes vested each month

the option becomes vested each month dereater over the next 3 years, an additional 1/192 becomes vested each month thereafter over the next 3 years; and an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 3-year anniversary of the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years until the option is fully vested.

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.