

ZILLOW GROUP, INC.
Form 4
February 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
Flint Peter

(Last) (First) (Middle)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

SEATTLE, WA 98101

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	02/17/2015		A ⁽¹⁾	611,170 A	611,170	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	8. Amount of Shares
Stock Option (right to buy)	\$ 9.67	02/17/2015		A ⁽¹⁾	145,544	11/22/2009 ⁽²⁾ 02/07/2021	Class A Common Stock	145,544
Stock Option (right to buy)	\$ 60.66	02/17/2015		A ⁽¹⁾	99,900	03/01/2013 ⁽²⁾ 03/05/2023	Class A Common Stock	99,900
Restricted Stock Units	\$ 0	02/17/2015		A ⁽¹⁾	111,000	02/11/2015 ⁽³⁾ ⁽⁴⁾	Class A Common Stock	111,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flint Peter C/O ZILLOW GROUP, INC., 1301 SECOND AVENUE, FLOOR 31 SEATTLE, WA 98101		X		

Signatures

/s/ Brad Owens,
Attorney-in-Fact
Date: 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) Class A Common Stock and derivative securities of Zillow Group, Inc., f/k/a Zebra Holdco, Inc. (the "Issuer"), were acquired pursuant to the transactions contemplated by the Agreement and Plan of Merger among Zillow, Inc. ("Zillow"), the Issuer, and Trulia, Inc. ("Trulia"), dated as of July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Trulia became a wholly owned subsidiary of the Issuer, and each share of Common Stock of Trulia was converted into 0.444 shares of Class A Common Stock of the Issuer. Derivative securities relating to the Common Stock of Trulia were assumed by the Issuer and converted into derivative securities relating to 0.444 shares of Class A Common Stock of the Issuer for each share of Trulia Common Stock 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.

(2) Date at which first vesting occurs is indicated. 1/48th 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.

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- Date at which first vesting occurs is indicated. 1/6th of the total number of shares originally subject to the grant of Restricted Stock Units
- (3) ("RSU") becomes exercisable at the first vesting date and an additional 1/6th becomes exercisable each quarter thereafter until the RSU is fully vested.
 - (4) Unless earlier forfeited under the terms of the RSU, each performance-based RSU vests as to 1/6th of the RSUs in six substantially equal quarterly tranches, beginning on February 11, 2015.

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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