

COSTAR GROUP INC
Form S-3MEF
October 28, 2003

As filed with the Securities and Exchange Commission on October 28, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

COSTAR GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

52-2091509

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2 Bethesda Metro Center, Bethesda, MD 20814
(301) 215-8300

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Carla J. Garrett, Esq.
General Counsel

2 Bethesda Metro Center, Bethesda, MD 20814
(301) 215-8300

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Stephen I. Glover, Esq
Gibson, Dunn & Crutcher, LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 955-8500

William C. Rogers, Esq
Choate, Hall & Stewart
Exchange Place, 53 State Street
Boston, MA 02109
(617) 248-5000

Approximate date of commencement of proposed sale to the public: As soon as practicable on or after the effective date of this
Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the
following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following
box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the
following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
333-106769

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Unit(2) | Proposed Maximum Aggregate Offering Price(2)(3) | Amount of Registration Fee(2)(3) |
|---|-----------------------------------|--|--|---|
| Common Stock, \$.01 par value | 230,000 | \$ 34.25 | \$7,877,500 | \$ 637.29 |

(1) Includes 30,000 shares of common stock that may be sold by the registrant upon exercise of the underwriters' over-allotment option.

(2) Based upon the actual offering price per share before underwriting discounts and commissions.

(3) This Registration Statement relates to the Registrant's Registration Statement on Form S-3 as amended, (Registration No. 333-106769) (the Prior Registration Statement). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the proposed maximum aggregate offering price of the securities eligible to be sold under the Prior Registration Statement is registered hereby.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both promulgated under the Securities Act of 1933, as amended. The contents of Registration Statement No. 333-106769, as amended (the Prior Registration Statement), declared effective by the Commission on October 28, 2003, including any prospectuses filed pursuant thereto, are hereby incorporated herein by reference. This Registration Statement is being filed solely to increase the number of shares of common stock of CoStar Group, Inc. (the Common Stock) to be offered in the public offering of Common Stock contemplated by the Prior Registration Statement by 200,000 shares plus up to 30,000 shares that may be sold pursuant to the Underwriters overallotment option.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, CoStar Group, Inc. has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on October 28, 2003.

CoStar Group, Inc.

By: /s/ Andrew C. Florance
 Andrew C. Florance
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>NAME</u> | <u>TITLE</u> | <u>DATED</u> |
|------------------------------------|---|------------------|
| * _____ Michael R. Klein | Chairman of the Board | October 28, 2003 |
| /s/ _____ Andrew C. Florance | Chief Executive Officer and President and a Director (Principal Executive Officer) | October 28, 2003 |
| /s/ _____ Frank A. Carchedi | Chief Financial Officer (Chief Financial and Accounting Officer) | October 28, 2003 |
| * _____ David Bonderman | Director | October 28, 2003 |
| * _____ Warren H. Haber | Director | October 28, 2003 |
| * _____ Josiah O. Low, III | Director | October 28, 2003 |
| _____ Christopher Nassetta | | |

*By: /s/

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 5.1 | Opinion of Gibson, Dunn & Crutcher, LLP. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Gibson, Dunn & Crutcher, LLP (Included as part of Exhibit 5.1) |

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