

ZILLOW INC
Form SC 13G
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

Zillow, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98954A107

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="radio"/>	Rule 13d-1(b)
<input type="radio"/>	Rule 13d-1(c)
<input checked="" type="radio"/>	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

CUSIP NO. 98954A107

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1	NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b) x
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 1,985,690 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey

(“Harvey”),
Robert C.
Kagle (“Kagle”)
and Steven M.
Spurlock
 (“Spurlock”), the
members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SHARED
VOTING

6 POWER

See response to
row 5.

SOLE
DISPOSITIVE
POWER

1,985,690
shares, except
that BCMC V,
the general
partner of
BCP V, may be
deemed to have
sole power to
dispose of these

7 shares, and
Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE

8 POWER

See response to
row 7.

9

AGGREGATE
AMOUNT
BENEFICIAL
OWNED

1,985,690

10 BY
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN
ROW 8
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
11 BY
AMOUNT %
IN
ROW 9
12 TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 3 of 19

1 NAME OF
REPORTING
PERSON
Benchmark Founders'
Fund V, L.P. ("BFF V")
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) o (b)

x

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE
VOTING
POWER
243,324 shares,
except that
BCMC V, the
general partner
of BFF V, may
be deemed to
have sole
power to vote
5 these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

6 SHARED
VOTING
POWER
See response to
row 5.

SOLE
DISPOSITIVE
POWER
243,324 shares,
except that
BCMC V, the
general partner
of BFF V, may
be deemed to
have sole
power to vote
these shares,
7 and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 243,324
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
11 SHARES
PERCENT
OF
CLASS 0.9%
REPRESENTED

BY
AMOUNT
IN ROW
9

12

TYPE
OF
REPORTING
PERSONPN

CUSIP NO. 98954A107

13 G Page 4 of 19

1	NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
3	(a) o (b) x
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 46,586 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.
6	SHARED VOTING POWER See response to
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

row 5.
SOLE
DISPOSITIVE
POWER
46,586 shares,
except that
BCMC V, the
general partner
of BFF V-A,
may be deemed
to have sole
power to vote
these shares,
7 and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 46,586
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT
IN ROW 9
(9)
EXCLUDES
CERTAIN
SHARES
11 PERCENT
OF
CLASS 0.2%

REPRESENTED
BY
AMOUNT
IN ROW
9

12

TYPE OF
REPORTING
PERSON PN

CUSIP NO. 98954A107

13 G Page 5 of 19

1	NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
3	(a) o (b) x
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
5	SOLE VOTING POWER 36,359 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.
6	SHARED VOTING POWER See response to
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	

row 5.
SOLE
DISPOSITIVE
POWER
36,359 shares,
except that
BCMC V, the
general partner
of BFF V-B,
may be deemed
to have sole
power to
dispose of these

7 shares, and
Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER

See response to
row 7.

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH 36,359
REPORTING
PERSON
CHECK
BOX IF
THE
AGGREGATE
AMOUNT
IN ROW 9
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF

9

10

11

CLASS 0.1%
REPRESENTED
BY
AMOUNT
IN ROW
9

12

TYPE OF
REPORTING
PERSON PN

CUSIP NO. 98954A107

13 G Page 6 of 19

1	NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) o (b)
3	x SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
4	NUMBER OF 5 SOLE SHARES VOTING BENEFICIALLY POWER OWNED BY 2,438,944 EACH shares, of REPORTING which PERSON 1,985,690 are WITH directly owned by BCP V, 243,324 are directly owned by BFF V, 46,586 are directly owned by BFF V-A, 36,659 shares are directly owned by BFF V-B, and 126,685 are held in nominee form for the benefit of persons not affiliated with BCMC V. BCMC V, the

general partner
of BCP V,
BFF V,
BFF V-A,
BFF V-B and
BMF V, may
be deemed to
have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SHARED
VOTING

6 POWER

See response to
row 5.

7 SOLE

DISPOSITIVE
POWER

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,
36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with

BCMC V,
BCMC V, the
general partner
of BCP V, BFF
V, BFF V-A,
BFF V-B and
BMF V, may
be deemed to
have sole
power to vote
these shares,
and Balkanski,
Dunlevie,
Fenton, Gurley,
Harvey, Kagle
and Spurlock,
the members of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 2,438,944
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10
AGGREGATE
AMOUNT
IN
ROW o
(9)
EXCLUDES
CERTAIN
11
SHARES
PERCENT
OF
CLASS 8.8%
REPRESENTED

BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 7 of 19

1 NAME OF
REPORTING
PERSON
Alexandre Balkanski
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
2 GROUP*

(a) (b)
3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

U.S. Citizen
SOLE
VOTING
POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

20,162 shares,
all of which are
directly owned
5 by a trust, and
Balkanski, as
trustee of the
trust, may be
deemed to have
sole power to
vote these
shares.
6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,

36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Balkanski,
a member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

20,162 shares,
all of which are
directly owned
7 by a trust, and
Balkanski, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of these
shares.

**8 SHARED
DISPOSITIVE
POWER**

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned

by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Balkanski,
 a member of
 BCMC V, may
 be deemed to
 have shared
 power to have
 shared power to
 dispose of these
 shares.

9
 10
 11

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY EACH 2,459,106
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 PERCENT
 OF
 CLASS 8.9%
 REPRESENTED
 BY
 AMOUNT

IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 8 of 19

1 NAME OF
REPORTING
PERSON Bruce W.
Dunlevie
CHECK THE
APPROPRIATE BOX
2 IF A MEMBER OF A
GROUP*

(a) (b)

3 x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE
VOTING
POWER

33,604 shares,
all of which are
directly owned
5 by a trust, and
Dunlevie, as
trustee of the
trust, may be
deemed to have
sole power to
vote these
shares.

6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,

36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is
the general
partner of BCP
V, BFF V, BFF
V-A, and BFF
V-B, and
Dunlevie, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

SOLE
DISPOSITIVE
POWER

33,604 shares,
all of which are
directly owned
by a trust, and
7 Dunlevie, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

8 SHARED
DISPOSITIVE
POWER

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are

directly owned
 by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Dunlevie, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9
 10
 11

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY EACH 2,472,548
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 PERCENT
 OF
 CLASS 9.0%
 REPRESENTED
 BY
 AMOUNT

IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

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1 NAME OF REPORTING PERSON Peter Fenton
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY CITIZENSHIP OR
 4 PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6,721 shares, all of which are directly owned by a trust, and Fenton, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER
 2,438,944 shares, of which 1,985,690 are directly owned by BCP V, 243,324 are directly owned by BFF V, 46,586 are directly owned by BFF V-A,

36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Fenton, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

6,721 shares,
all of which are
directly owned
7 by a trust, and
Fenton, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned

by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A
 and BFF V-B,
 and Fenton, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9
 10
 11

AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,445,665
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 PERCENT
 OF
 CLASS 8.9%
 REPRESENTED
 BY
 AMOUNT
 IN

ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 10 of 19

1 NAME OF
REPORTING
PERSON J.
William Gurley
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
2 GROUP*

(a) o (b)

3 x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
SOLE
VOTING
POWER
17,879 shares
5 (including
3,328 options),
of which 1,210
shares are held
by a family
partnership.

6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,
36,659 shares
are directly
owned by BFF
V-B, and

126,685 are held in nominee form for the benefit of persons not affiliated with BCMC V.

BCMC V is the general partner of BCP V, BFF V, BFF V-A, and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

17,879 shares

7 (including 3,328 options), of which 1,210 shares are held by a family partnership.

8 SHARED DISPOSITIVE POWER

2,438,944

shares, of which

1,985,690 are directly owned by BCP V,

243,324 are directly owned by BFF V,

46,586 are directly owned by BFF V-A,

36,659 shares are directly owned by BFF V-B, and

126,685 are held in nominee form

for the benefit
of persons not
affiliated with
BCMC V.
BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Gurley, a
member of
BCMC V, may
be deemed to
have shared
power to
dispose of these
shares.

9
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY
EACH 2,456,823
REPORTING
PERSON
CHECK
BOX IF
THE
10
AGGREGATE
AMOUNT
IN
ROW 9
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
11
BY
AMOUNT %
IN
ROW 9
12
TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 11 of 19

1 NAME OF
REPORTING
PERSON Kevin R.
Harvey
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
2 GROUP*

(a) o (b)

3 x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION

U.S. Citizen

SOLE
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
5

67,209 shares,
all of which are
directly owned
by a trust, and
Harvey, as
trustee of the
trust, may be
deemed to have
sole power to
vote these
shares.

6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,

36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Harvey, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

67,209 shares,
all of which are
directly owned
7 by a trust, and
Harvey, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned

by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Harvey, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,506,153
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 11 PERCENT
 OF
 CLASS 9.1%
 REPRESENTED
 BY
 AMOUNT
 IN

ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

13 G Page 12 of 19

1 NAME OF
REPORTING
PERSON Robert
C. Kagle
2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP*

(a) (b)

3 SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
SOLE
VOTING
POWER
13,442 shares,
all of which are
directly owned
by several
5 trusts, and
Kagle, as
trustee of the
trusts, may be
deemed to have
sole power to
vote these
shares.

6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,

46,586 are
directly owned
by BFF V-A,
36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.

BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Kagle, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

13,442 shares,
all of which are
directly owned
by several
7 trusts, and
Kagle, as
trustee of the
trusts, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are

directly owned
 by BFF V,
 46,586 are
 directly owned
 by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Kagle, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,452,386
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 11 PERCENT
 OF
 CLASS 8.9%

REPRESENTED
BY
AMOUNT
IN
ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

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1 NAME OF
REPORTING
PERSON Steven
M. Spurlock
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
2 GROUP*

(a) o (b)

3 x
SEC USE ONLY
CITIZENSHIP OR
4 PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 3,360 shares,
SHARES all of which are
BENEFICIALLY directly owned
OWNED BY 5 by a trust, and
EACH Spurlock, as
REPORTING trustee of the
PERSON trust, may be
WITH deemed to have
sole power to
vote these
shares.

6 SHARED
VOTING
POWER
2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned
by BFF V-A,

36,659 shares
are directly
owned by BFF
V-B, and
126,685 are
held in
nominee form
for the benefit
of persons not
affiliated with
BCMC V.
BCMC V is the
general partner
of BCP V, BFF
V, BFF V-A,
and BFF V-B,
and Spurlock, a
member of
BCMC V, may
be deemed to
have shared
power to vote
these shares.

**SOLE
DISPOSITIVE
POWER**

3,360 shares,
all of which are
directly owned
7 by a trust, and
Spurlock, as
trustee of the
trust, may be
deemed to have
sole power to
dispose of
these shares.

**8 SHARED
DISPOSITIVE
POWER**

2,438,944
shares, of
which
1,985,690 are
directly owned
by BCP V,
243,324 are
directly owned
by BFF V,
46,586 are
directly owned

by BFF V-A,
 36,659 shares
 are directly
 owned by BFF
 V-B, and
 126,685 are
 held in
 nominee form
 for the benefit
 of persons not
 affiliated with
 BCMC V.
 BCMC V is the
 general partner
 of BCP V, BFF
 V, BFF V-A,
 and BFF V-B,
 and Spurlock, a
 member of
 BCMC V, may
 be deemed to
 have shared
 power to
 dispose of these
 shares.

9 AGGREGATE
 AMOUNT
 BENEFICIALLY
 OWNED
 BY 2,442,304
 EACH
 REPORTING
 PERSON
 CHECK
 BOX IF
 THE
 10 AGGREGATE
 AMOUNT
 IN
 ROW o
 (9)
 EXCLUDES
 CERTAIN
 SHARES
 11 PERCENT
 OF
 CLASS 8.9%
 REPRESENTED
 BY
 AMOUNT
 IN

ROW 9

12

TYPE
OF
REPORTING
PERSON

CUSIP NO. 98954A107

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ITEM 1(A).	<u>NAME OF ISSUER</u>
	Zillow, Inc.
ITEM 1(B).	<u>ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES</u>
	1301 Second Avenue Floor 31 Seattle, WA 98101

NAME OF PERSONS FILING

ITEM 2(A). This Statement is filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership ("BCP V"), Benchmark Founders' Fund V, L.P., a Delaware limited partnership ("BFF V"), Benchmark Founders' Fund V-A, L.P., a Delaware limited partnership ("BFF V-A"), Benchmark Founders' Fund V-B, L.P., a Delaware limited partnership ("BFF V-B"), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company ("BCMC V"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons." BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM 2(B).	<u>ADDRESS OF PRINCIPAL BUSINESS OFFICE</u>
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The address for each reporting person is:

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, California 94025

ITEM 2(C).	<u>CITIZENSHIP</u>
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BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are United States Citizens.

ITEM 2(D) and (E).	<u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u>
--------------------	--

Common Stock
CUSIP # 98954A107

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 98954A107

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Amount beneficially owned:

(a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:
Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv) See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9.

NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10.

CERTIFICATION

Not applicable.

CUSIP NO. 98954A107

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012

BENCHMARK CAPITAL
PARTNERS V, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-A,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. V,
L.L.C.,
a Delaware Limited
Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI

BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

CUSIP NO. 98954A107

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	18

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Zillow, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2012

Benchmark Capital Partners V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-A, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Benchmark Founders' Fund V-B, L.P. /s/ Steven M. Spurlock
Benchmark Capital Management Co. V, L.L.C. Signature
Its General Partner
Steven M. Spurlock
Managing Member

Alexandre Balkanski /s/ Steven M. Spurlock

Edgar Filing: ZILLOW INC - Form SC 13G

Steven M. Spurlock
Attorney-In-Fact

Bruce W. Dunlevie

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Peter Fenton

/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

CUSIP NO. 98954A107

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J. William Gurley /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Kevin R. Harvey /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Robert C. Kagle /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-In-Fact

Steven M. Spurlock /s/ Steven M. Spurlock
Steven M. Spurlock