

ZILLOW GROUP, INC.  
Form DEF 14A  
April 11, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.    )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

**ZILLOW GROUP, INC.**

(Name of Registrant as Specified in its Charter)

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N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- (1) Title of each class of securities to which transaction applies:
  
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- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:



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Seattle, Washington

April 11, 2018

Dear Shareholders:

You are cordially invited to attend the Zillow Group, Inc. 2018 Annual Meeting of Shareholders on May 31, 2018 at 9:00 a.m. (Pacific Time). The meeting will be held at the offices of Perkins Coie LLP, 1201 Third Avenue, 49<sup>th</sup> Floor, in Seattle, Washington. Our board of directors has fixed the close of business on April 2, 2018 as the record date for determining those shareholders of our Class A and/or Class B common stock entitled to notice of, and to vote at, the annual meeting of our shareholders and any adjournments thereof.

The Notice of Annual Meeting and Proxy Statement, both of which accompany this letter, provide details regarding the business to be conducted at the annual meeting, including proposals for the election of directors, an advisory vote to approve the compensation of our named executive officers, and ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

Our board of directors recommends that you vote FOR each of the proposals described in this Proxy Statement.

Your vote is very important. Please vote your shares promptly, whether or not you expect to attend the annual meeting in person. You may vote by Internet, as well as by telephone, or, if you requested printed proxy materials, by mailing a proxy or voting instruction card. If you attend the annual meeting, you may vote in person, even if you previously submitted your vote.

On behalf of our board of directors, we thank you for your continued investment in Zillow Group.

Sincerely,

Richard N. Barton  
Executive Chairman and Director

Spencer M. Rascoff  
Chief Executive Officer and Director

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**ZILLOW GROUP, INC.**

**1301 Second Avenue, Floor 31**

**Seattle, WA 98101**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON MAY 31, 2018**

The 2018 Annual Meeting of Shareholders of Zillow Group, Inc. (the Annual Meeting ) will be held at the offices of Perkins Coie LLP, 1201 Third Avenue, 49<sup>th</sup> Floor, in Seattle, Washington, on May 31, 2018 at 9: 00 a.m. (Pacific Time) for the following purposes:

1. To elect three directors nominated by our board of directors to serve until the 2021 Annual Meeting of Shareholders;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business as may properly come before the Annual Meeting.

Only shareholders of record of our Class A and/or Class B common stock at the close of business on April 2, 2018 (the Record Date ) will be entitled to notice of and to vote at the Annual Meeting and any adjournments thereof. Our Class C capital stock is non-voting (except in limited circumstances as required by Washington law or our amended and restated articles of incorporation). Shareholders of record of our Class C capital stock are not entitled to notice of, or to vote at, the Annual Meeting with respect to their shares of Class C capital stock. If you hold shares of our Class C capital stock in addition to shares of our Class A or Class B common stock, your voting power with respect to the proposals to be presented at the Annual Meeting is limited to your Class A and Class B common stock ownership.

In accordance with Securities and Exchange Commission rules, we sent a Notice of Internet Availability of Proxy Materials on or about April 11, 2018 and provided access to our proxy materials over the Internet on or before that date, to the holders of record of our Class A and Class B common stock as of the close of business on the Record Date.

Holders of our Class A and Class B common stock and persons holding proxies from such shareholders may attend the Annual Meeting. If your shares are registered in your name, you must bring a form of identification to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, you must bring a proxy from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares.

By order of the board of directors,

Kathleen Philips

Chief Financial Officer, Chief Legal Officer, Secretary and Treasurer

Seattle, Washington

April 11, 2018

**Important Notice Regarding the Availability of Proxy Materials**

**For the Annual Meeting of Shareholders to be Held on May 31, 2018**

**This Zillow Group, Inc. Proxy Statement and the 2017 Annual Report of Zillow Group, Inc. are available at:**

**<http://investors.zillowgroup.com/annuals-proxies.cfm>**

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**ZILLOW GROUP, INC.**

**1301 Second Avenue, Floor 31**

**Seattle, WA 98101**

**PROXY STATEMENT**

**FOR ANNUAL MEETING OF SHAREHOLDERS**

**GENERAL INFORMATION CONCERNING THE PROXY STATEMENT, PROXIES AND VOTING AT THE ANNUAL MEETING**

**Introduction**

*Acquisition of Trulia.* On February 17, 2015, pursuant to the Agreement and Plan of Merger, dated as of July 28, 2014 (the Merger Agreement) by and among Zillow, Inc. ( Zillow ), Trulia, Inc. ( Trulia ), and Zillow Group, Inc. ( Zillow Group , the Company , we , us , or our ), each of Zillow, Inc. and Trulia became wholly owned subsidiaries of Zillow Group. Upon completion of the Trulia transaction, each share of Zillow Class A common stock was converted into the right to receive one share of fully paid and nonassessable Class A common stock of Zillow Group, each share of Zillow Class B common stock was converted into the right to receive one share of fully paid and nonassessable Class B common stock of Zillow Group, and each share of Trulia common stock was converted into the right to receive 0.444 of a share of fully paid and nonassessable Class A common stock of Zillow Group.

This is the fourth Proxy Statement we have filed for Zillow Group following the completion of the acquisition. Because the Trulia transaction was completed on February 17, 2015, the director and executive compensation and related information reported in this Proxy Statement primarily relates to Zillow Group for the period after completion of the acquisition, including the Compensation Discussion and Analysis and related compensation tables for fiscal year 2015, and to our predecessor, Zillow, for the relevant periods prior to that date.

*Issuance of Class C Capital Stock in Form of Stock Dividend.* On July 21, 2015, we announced that our board of directors had approved a distribution of shares of our Class C capital stock as a dividend to our Class A and Class B common shareholders (the Class C Stock Split ). Holders of Class A common stock and Class B common stock as of the close of business on July 31, 2015, the record date for the Class C Stock Split, received on August 14, 2015, a distribution of two shares of Class C capital stock for each share of Class A and Class B common stock held by them as of the record date. The distribution of shares had the effect of a 3-for-1 stock split. Outstanding equity awards to purchase or acquire shares of Class A common stock were proportionately adjusted to relate to one share of Class A common stock and two shares of Class C capital stock for each share of Class A common stock subject to the awards as of the record date, and the exercise prices of any such awards were also proportionately allocated between Class A common stock and Class C capital stock. The par value per share of our shares of Class A common stock and Class B common stock have remained unchanged at \$0.0001 per share after the Class C Stock Split. All historical



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share and per share amounts included in this Proxy Statement that preceded the Class C Stock Split have been retroactively adjusted to give effect to the Class C Stock Split unless otherwise noted.

### **Why did I receive these proxy materials?**

We are providing these proxy materials in connection with the solicitation by the board of directors of Zillow Group of proxies to be voted at our 2018 Annual Meeting of Shareholders (the Annual Meeting ) and at any adjournment or postponement of the Annual Meeting. In accordance with the rules of the Securities and Exchange Commission (the SEC ), we sent a Notice of Internet Availability of Proxy Materials on or about April 11, 2018 and provided access to our proxy materials over the Internet beginning on or before that date, to

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the holders of record and beneficial owners of our Class A and Class B common stock as of the close of business on April 2, 2018 (the Record Date). Our Class C capital stock is non-voting (except in limited circumstances as required by Washington law or our amended and restated articles of incorporation). Holders of our Class C capital stock are not entitled to vote their shares of Class C capital stock at the Annual Meeting.

The Annual Meeting will be held at the offices of Perkins Coie LLP, 1201 Third Avenue, 49<sup>th</sup> Floor, in Seattle, Washington, on May 31, 2018 at 9:00 a.m. (Pacific Time).

### **What information is included in this Proxy Statement?**

The information in this Proxy Statement relates to the proposals to be voted on at the Annual Meeting, the voting process, our board of directors and board committees, the compensation of Zillow Group directors and certain executive officers for fiscal year 2017, and other information.

### **Who is entitled to vote?**

Holders of our Class A common stock and Class B common stock as of the close of business on the Record Date are entitled to receive the Notice of Annual Meeting of Shareholders and to vote at the Annual Meeting. As of the close of business on the Record Date, there were 57,288,985 shares of Class A common stock and 6,217,447 shares of Class B common stock outstanding and entitled to vote. Our Class C capital stock is non-voting (except in limited circumstances as required by Washington law or our amended and restated articles of incorporation). Holders of our Class C capital stock are not entitled to notice of, or to vote at, the Annual Meeting with respect to their shares of Class C capital stock. If you hold shares of our Class C capital stock in addition to shares of our Class A or Class B common stock, your voting power with respect to the proposals to be presented at the Annual Meeting is limited to your Class A and Class B common stock ownership.

### **How many votes do I have?**

On any matter that is submitted to a vote of our shareholders, the holders of our Class A common stock are entitled to one vote per share of Class A common stock and the holders of our Class B common stock are entitled to 10 votes per share of Class B common stock. Holders of our Class A common stock and Class B common stock are not entitled to cumulative voting in the election of directors. Our Class C capital stock is non-voting (except in limited circumstances as required by Washington law or our amended and restated articles of incorporation). If you hold shares of our Class C capital stock in addition to shares of our Class A or Class B common stock, your voting power with respect to the proposals to be presented at the Annual Meeting is limited to your Class A and Class B common stock ownership.

### **What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

Most shareholders hold their shares through a broker, trust, bank or other nominee rather than directly in their own names.

If on April 2, 2018, your shares of Class A or Class B common stock were registered directly in your name with our transfer agent, Computershare, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote over the Internet, by telephone or by filling out and returning a proxy card to ensure your vote is counted.

If on April 2, 2018, your shares of Class A or Class B common stock were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you

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have the right to direct your broker or other agent on how to vote the shares of Class A and Class B common stock in your account. You are also invited to attend the Annual Meeting. However, since you are not the shareholder of record, you may not attend the Annual Meeting or vote your shares in person at the Annual Meeting unless you request and obtain a valid proxy card from your broker or other agent.

### **What am I voting on?**

We are asking you to vote on the following matters in connection with the Annual Meeting:

1. The election of three directors nominated by our board of directors to serve until the 2021 Annual Meeting of Shareholders;
2. An advisory resolution approving the compensation of our named executive officers; and
3. Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

We will also consider any other business that may properly come before the Annual Meeting.

### **How do I vote?**

*Vote by Internet.* Shareholders of record may submit proxies over the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial shareholders may vote by accessing the website specified on the voting instructions forms provided by their brokers, trustees, banks or other nominees. Please check your voting instruction form for Internet voting availability.

*Vote by Telephone.* Shareholders of record may submit proxies using any touch-tone telephone from within the United States and Canada by calling toll free 1-800-652-VOTE (8683) and following the instructions provided by the recorded message or, if printed copies of the proxy materials were requested, by following the instructions on the printed proxy card. Most beneficial owners may vote using any touch-tone telephone from within the United States by calling the number specified on the voting instruction forms provided by their brokers, trustees, banks or other nominees.

*Vote by Mail.* Shareholders of record may submit proxies by mail by requesting printed proxy cards and completing, signing and dating the printed proxy cards and mailing them in the pre-addressed envelopes that will accompany printed proxy materials. Beneficial owners may vote by completing, signing and dating the voting instruction forms provided and mailing them in the pre-addressed envelopes accompanying the voting instruction forms.

If you are a shareholder of record and you return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by that proxy as recommended by the board of directors. If you are a beneficial owner and you return your signed voting instruction form but do not indicate your voting preferences, please see *What are broker non-votes and how do abstentions and broker non-votes affect the proposals?* for information regarding whether your broker, bank or other holder of record may vote your uninstructed shares on a particular proposal.

*Vote in Person at the Annual Meeting.* All shareholders of Class A or Class B common stock as of the close of business on the Record Date can vote in person at the Annual Meeting. You can also be represented by another person at the Annual Meeting by executing a proper proxy designating that person. If you are a beneficial owner, you must obtain a legal proxy from your broker, bank, or other holder of record and present it to the inspector of election with your ballot to be able to vote at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also vote either by telephone, Internet, or mail so that your vote will be counted if you decide not to attend.

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### **What does it mean if I receive more than one set of proxy materials?**

If you receive more than one set of proxy materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares of Class A and Class B common stock you own, you must either sign and return all of the proxy cards or follow the instructions for any alternative voting procedures on each of the proxy cards or Notices of Internet Availability of Proxy Materials you receive.

### **Can I change my vote or revoke my proxy?**

Yes, if you are a shareholder of record, you may revoke your proxy at any time before it is exercised at the Annual Meeting by (a) delivering written notice, bearing a date later than the proxy, stating that the proxy is revoked, (b) submitting a later-dated proxy relating to the same shares by mail, telephone or the Internet prior to the vote at the Annual Meeting, or (c) attending the Annual Meeting and properly giving notice of revocation to the inspector of election or voting in person. Shareholders of record may send any written notice or request for a new proxy card via regular mail to Zillow Group, Inc., c/o Computershare P.O. Box 505000, Louisville, KY 40233, online at <https://www-us.computershare.com/investor/contact>, or follow the instructions provided on the Notice of Internet Availability of Proxy Materials and proxy card to submit a new proxy by telephone or via the Internet. Shareholders of record may also request a new proxy card by calling (866) 641-4276 or, if outside the United States, (201) 680-6578.

If you are a beneficial shareholder, you may revoke your proxy or change your vote only by following the separate instructions provided by your broker, trust, bank or other nominee.

### **What constitutes a quorum at the Annual Meeting?**

Transaction of business at the Annual Meeting may occur if a quorum is present. If a quorum is not present, it is expected that the Annual Meeting will be adjourned or postponed in order to permit additional time for soliciting and obtaining additional proxies or votes, and, at any subsequent reconvening of the Annual Meeting, all proxies will be voted in the same manner as such proxies would have been voted at the original convening of the Annual Meeting, except for any proxies that have been effectively revoked or withdrawn.

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the total voting power of Zillow Group's Class A and Class B common stock constitutes a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

### **What are the voting requirements to elect directors and approve the other proposal described in this Proxy Statement?**

With respect to Proposal No. 1, the election of directors, the three directors receiving the largest number of votes will be elected. With respect to Proposals No. 2 and 3, the number of votes cast in favor of the proposal must exceed the number of votes cast against the proposal in order for the proposal to be approved.

### **What are broker non-votes and how do abstentions and broker non-votes affect the proposals?**

A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote the shares on a proposal because the nominee does not have discretionary voting power for a particular item and has not received instructions from the beneficial owner regarding voting. If your shares are held by a broker on your behalf and you do not instruct the broker as to how to vote these shares on Proposals No. 1 or 2, the broker may not exercise discretion to vote on these proposals. With respect to Proposal No. 3, the ratification of the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2018, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction.

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Abstentions and broker non-votes are not counted as votes in favor of or against any proposal.

### **Who will pay for the cost of this proxy solicitation?**

Zillow Group will bear the cost of the solicitation of proxies from our shareholders. In addition to solicitation by mail, our directors, officers and employees, without additional compensation, may solicit proxies from shareholders by telephone, by letter, by facsimile, in person or otherwise. Following the original circulation of the proxies and other soliciting materials, we will request brokers, trusts, banks or other nominees to forward copies of the proxy and other soliciting materials to persons for whom they hold shares of Zillow Group Class A or Class B common stock and to request authority for the exercise of proxies. In such cases, Zillow Group, upon the request of the brokers, trusts, banks and other shareholder nominees, may reimburse such holders for their reasonable expenses.

### **Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials to holders of our Class A and Class B common stock. All such shareholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials or request to receive an electronic copy or printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request an electronic copy or printed copy may be found in the Notice of Internet Availability of Proxy Materials. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. We encourage shareholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact of the circulation of proxy materials.

### **When will Zillow Group announce the results of the voting?**

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

### **What are the requirements for admission to the Annual Meeting?**

Only holders of our Class A and/or Class B common stock and persons holding proxies from such shareholders may attend the Annual Meeting. If your shares are registered in your name, you must bring a valid form of identification to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee that holds your shares, you must bring a proxy from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares. Attendance at the Annual Meeting without voting or revoking a previously submitted proxy in accordance with the voting procedures will not in and of itself revoke a proxy.

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**SUMMARY**

The following summary highlights select information from this Proxy Statement and may not contain all of the information that is important to you. Accordingly, you are encouraged to carefully read this entire Proxy Statement and the documents referred to or incorporated by reference before voting.

<b>Company Information:</b>	Zillow Group, Inc., a Washington corporation
<b>Exchange Information:</b>	Zillow Group, Inc. Class C capital stock is traded on The Nasdaq Global Select Market under the symbol <b>Z</b> . Zillow Group, Inc. Class A common stock is traded on The Nasdaq Global Select Market under the symbol <b>ZG</b> .
<b>Directors Nominated for Election:</b>	<ol style="list-style-type: none"> <li>1. Erik Blachford (Class I)</li> <li>2. Spencer M. Rascoff (Class I)</li> <li>3. Gordon Stephenson (Class I)</li> </ol>
<b>Named Executive Officers for 2017:</b>	<ol style="list-style-type: none"> <li>1. Spencer M. Rascoff, Chief Executive Officer</li> <li>2. Kathleen Philips, Chief Financial Officer, Chief Legal Officer, Secretary, and Treasurer</li> <li>3. Lloyd D. Frink, Vice Chairman and President</li> <li>4. Amy C. Bohutinsky, Chief Operating Officer</li> <li>5. Greg M. Schwartz, Chief Business Officer</li> </ol>
<b>Independent Registered Public Accounting Firm for 2018:</b>	Deloitte & Touche LLP

**ANNUAL SHAREHOLDERS MEETING**

<b>Date:</b>	May 31, 2018	<b>Record Date</b>	<b>Meeting Agenda</b>
<b>Time:</b>	9:00 a.m. Pacific Time	April 2, 2018	Ø Elect three Class I directors.
<b>Place:</b>	Offices of Perkins Coie LLP		
	1201 Third Avenue, 49 <sup>th</sup>	<b>Mailing Date</b>	

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Floor, Seattle, Washington

This Proxy Statement was first mailed to shareholders on or about April 11, 2018.

Approve, on an advisory basis, the compensation of our named executive officers.

**Voting**

Shareholders of our Class A common stock and Class B common stock as of the close of business on the Record Date are entitled to vote.

Ratify appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2018.

Transact other business that may properly come before the meeting.

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As of April 2, 2018, the board of directors was composed of eight members, divided into three classes and with standing board committee composition as follows:

<b>Name</b>	<b>Term Expiring at the Annual Meeting of Shareholders to be Held in</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating and Governance Committee</b>
<b><u>Class I</u></b>				
Erik Blachford	2018			
Spencer M. Rascoff	2018			
Gordon Stephenson	2018			
<b><u>Class II</u></b>				
Richard N. Barton	2019			
Lloyd D. Frink	2019			
April Underwood	2019			
<b><u>Class III</u></b>				
Jay C. Hoag	2020			
Gregory B. Maffei	2020			

: Committee Chairperson                      : Committee Member

If elected at the Annual Meeting, Messrs. Blachford, Rascoff, and Stephenson will serve on the board until the Annual Meeting of Shareholders in 2021, or until their respective successors are duly elected and qualified, whichever is later, or until their earlier death, resignation or retirement. Proxies will be voted in favor of Messrs. Blachford, Rascoff, and Stephenson, unless the shareholder indicates otherwise on the proxy. Messrs. Blachford, Rascoff, and Stephenson each currently serve as a director, have consented to being named as nominees in this Proxy Statement, and have agreed to serve if elected. The board of directors expects that each of the nominees will be able to serve, but if they become unable to serve at the time the election occurs, proxies will be voted for another nominee designated by the board of directors unless the board chooses to reduce the number of directors serving on the board.

The following section presents biographical information for members of the Zillow Group board of directors. Unless otherwise noted, executive officer positions and directorships of the Company were held continuously with Zillow before the Trulia transaction in February 2015 and with Zillow Group after the Trulia transaction.

**OUR DIRECTOR NOMINEES**



**Erik Blachford**

- Ø Venture Partner, Technology Crossover Ventures
- Ø Zillow Group Board Committee Service: Audit (Member), Compensation (Member), Nominating and Governance (Member)
- Ø Independent Director

Erik Blachford (age 51) has served on the board of directors since May 2005. Mr. Blachford has served as a venture partner at Technology Crossover Ventures since March 2011. He served as the Executive Chairman at Couchsurfing International, Inc., a hospitality exchange and social networking company, from August 2014 until August 2015, and Executive Chairman of TerraPass, Inc., a carbon offset company, from September 2009 to June 2014. Mr. Blachford served as Chairman and Chief Executive Officer of Butterfield & Robinson Travel, a luxury tour operator, from September 2009 until January 2011 and as Chief Executive Officer of TerraPass, Inc. from

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January 2005 to April 2007. From January 2005 to April 2007, Mr. Blachford was an active independent investor in a variety of early stage private companies. From March 2003 to December 2004, Mr. Blachford served as Chief Executive Officer of Expedia, Inc., an online travel company, and Chief Executive Officer of IAC Travel, the travel division of IAC/InterActiveCorp, a holding company of Internet businesses. From January 2003 to December 2004, Mr. Blachford served as President of Expedia North America and Expedia Senior Vice President of Marketing & Programming. Mr. Blachford previously served on the boards of directors of Expedia, Inc. from April 2003 to September 2003, and Points International Ltd., a reward-program management portal, from June 2003 to December 2004. Mr. Blachford currently serves as a member of the boards of directors of several privately held companies. Mr. Blachford also serves on the U.S. National Council of the World Wildlife Fund. Mr. Blachford holds a B.A. in English and a certificate in theater from Princeton University, and an M.B.A. from Columbia University's Graduate School of Business.

Mr. Blachford is qualified to serve on our board of directors because he brings valuable strategic and financial expertise as a venture capitalist and entrepreneur. He also possesses significant operational and corporate governance experience as a former chief executive officer and director of a public company in the mobile and Internet industries. In addition, Mr. Blachford brings extensive experience with respect to development and management of innovative technology companies, in particular, consumer-facing mobile and Web-based media companies.

### **Spencer M. Rascoff**

Ø Chief Executive Officer, Zillow Group, Inc.

Spencer M. Rascoff (age 42) has served as our Chief Executive Officer since September 2010 and as a member of the board of directors since July 2011. Mr. Rascoff joined Zillow as one of its founding employees in 2005 as Vice President of Marketing and Chief Financial Officer and served as Chief Operating Officer from December 2008 until he was promoted to Chief Executive Officer. From 2003 to 2005, Mr. Rascoff served as Vice President of Lodging for Expedia, Inc. In 1999, Mr. Rascoff co-founded Hotwire, Inc., an online travel company, and managed several of Hotwire's product lines before Hotwire was acquired in 2003 by IAC/InterActiveCorp, Expedia, Inc.'s parent company at the time. Mr. Rascoff served in the mergers and acquisitions group at Goldman, Sachs & Co., an investment banking and securities firm. Mr. Rascoff has served on the board of directors of TripAdvisor, Inc., an online travel company, since September of 2013, and Hutch Interiors, Inc., a home design app, in which Zillow Group is an investor, since July 2017. Mr. Rascoff graduated cum laude with a B.A. in Government from Harvard University.

Mr. Rascoff is qualified to serve on our board of directors because of the important perspective and experience he brings as our Chief Executive Officer. He possesses extensive knowledge of the residential real estate industry and consumer-facing mobile and Web-based media.

Mr. Rascoff adds valuable strategic and operational insights to the board as a result of his background as both an innovator and entrepreneur as well as a senior leader and director of other large technology companies.

### **Gordon Stephenson**

Ø Co-Founder and Managing Broker, Real Property Associates

Ø Zillow Group Board Committee Service: Audit (Member) and Nominating and Governance (Chair)

Ø Independent Director

Gordon Stephenson (age 52) has served as a member of the board of directors since May 2005. Mr. Stephenson is the co-founder and has been the Managing Broker of Real Property Associates (RPA), an independent real estate brokerage in the Pacific Northwest, since its inception in 1991. Prior to founding RPA, Mr. Stephenson was an associate broker with Prudential MacPhersons and Windermere Real Estate, both of which are real estate sales and brokerage companies based in Seattle, Washington. Mr. Stephenson serves on the boards of directors of Anchor Bancorp, a bank holding company, and its wholly owned subsidiary, Anchor Bank, a community-based savings bank, and Pure Watercraft, an early-stage electric boat company. Mr. Stephenson holds an A.B. in Economics from Stanford University.

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Mr. Stephenson is qualified to serve on our board of directors because he brings extensive experience in the residential real estate industry as a founder and manager of a real estate brokerage firm. As a result of his experience in these roles, he possesses valuable financial and management skills. Mr. Stephenson also has in-depth knowledge of the company's products and operations based on his tenure on the board and his work in residential real estate.

### **The Board of Directors Recommends a Vote FOR**

#### **Each of the Board's Nominees.**

## **DIRECTORS CONTINUING IN OFFICE UNTIL THE 2019 ANNUAL MEETING OF SHAREHOLDERS**

### **Richard N. Barton**

Ø Executive Chairman, Zillow Group, Inc.

Richard N. Barton (age 50) is our co-founder and has served as Executive Chairman since September 2010. Mr. Barton has been a member of our board of directors since inception in December 2004 and served as Chief Executive Officer from inception until September 2010. Mr. Barton has served as a venture partner at Benchmark Capital, a venture capital firm, since February 2005. Prior to co-founding our company, Mr. Barton founded Expedia as a group within Microsoft Corporation in 1994, which Microsoft spun out as Expedia, Inc. in 1999, and Mr. Barton served as Expedia's President, Chief Executive Officer and as a member of its board of directors from 1999 to 2003. Mr. Barton also co-founded and has served as Non-Executive Chairman of Glassdoor.com, a salaries and reviews website for companies, since January 2008, and serves on the boards of directors of several other privately held companies. Mr. Barton has served on the board of directors of Netflix, Inc., an online media subscription service provider, since 2002, and Liberty Interactive Corporation, holding companies of businesses in the digital commerce, media, communications and entertainment industries, since 2016. Mr. Barton holds a B.S. in General Engineering: Industrial Economics from Stanford University.

Mr. Barton is qualified to serve on our board of directors because of the broad range of relevant leadership and technical skills he possesses as a founder and former chief executive officer of companies in the mobile and Internet industries. Mr. Barton also has unique experience launching and promoting continued innovation at transformative technology companies and marketing mobile and Web-based products to consumers. He has extensive knowledge of our business as our co-founder and one of our largest shareholders. As a director of other public companies, Mr. Barton also brings managerial, operational and corporate governance experience to our board of directors.

### **Lloyd D. Frink**

Ø Vice Chairman and President, Zillow Group, Inc.

Lloyd D. Frink (age 53) is our co-founder and has served as Vice Chairman since March 2011, as a member of the board of directors since inception in December 2004, and as President since February 2005. Mr. Frink previously served as Zillow's Vice President from December 2004 to February 2005, as its Treasurer from December 2009 to March 2011 and as its Chief Strategy Officer from September 2010 to March 2011. From 1999 to 2004, Mr. Frink was at Expedia, Inc., where he held many leadership positions, including Senior Vice President, Supplier Relations, in which position he managed the air, hotel, car, destination services, content, merchandising and partner marketing groups from 2003 to 2004. From 1988 to 1999, Mr. Frink was at Microsoft Corporation, where he worked in many leadership roles, including as part of the original Expedia team and as a Group Program Manager from 1991 to 1995 and 1997 to 1999. Mr. Frink serves on the board of directors of GrubHub, Inc., an online and mobile food-ordering company. Mr. Frink holds an A.B. in Economics from Stanford University.

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Mr. Frink is qualified to serve on our board of directors because of his valuable strategic and technical leadership as a founder and senior policymaker of companies in the mobile and Internet industries. He has extensive experience developing and implementing business strategy based on in-depth knowledge of relevant industry sectors, including consumer-facing mobile and Web-based companies. He has valuable knowledge of our business as our co-founder and one of our largest shareholders. As a director and senior leader of large public companies, Mr. Frink also brings corporate governance and operational expertise to our board.

### **April Underwood**

- Ø Vice President of Product, Slack Technologies, Inc.
- Ø Zillow Group Board Committee Service: Compensation (Member)
- Ø Independent Director

April Underwood (age 37) has served as a member of the board of directors since February 2017. Ms. Underwood has served as vice president of product at Slack Technologies, Inc., a cloud-based software company that builds professional collaboration tools, since she joined the company in June of 2015. Prior to joining Slack Technologies, Inc., she was director of product at Twitter, Inc., a social media and communications company, from April of 2010 to February of 2015. Prior to joining Twitter, Inc., Ms. Underwood held various product and engineering roles at Google, Travelocity, and Intel. Ms. Underwood holds a B.B.A. in Management Information Systems and Business Honors from The University of Texas at Austin, and an M.B.A. from The University of California at Berkeley (Haas).

Ms. Underwood is qualified to serve on Zillow Group's board of directors because of her broad experience in technology product development, engineering, innovation, and consumer engagement, as well as her deep understanding of the mobile and Internet industries. In various positions at leading technology and Internet companies, she has successfully driven growth initiatives, including product marketing and developer relations. In addition, as a founding member of #Angels, a woman owned and operated angel-investing group focused on helping grow technology start-ups, Ms. Underwood gained entrepreneurial experience through advising emerging technology companies on strategy development and execution.

### **DIRECTORS CONTINUING IN OFFICE UNTIL THE 2020 ANNUAL MEETING OF SHAREHOLDERS**

### **Jay C. Hoag**

- Ø General Partner, Technology Crossover Ventures
- Ø Zillow Group Board Committee Service: Compensation (Chair)
- Ø Independent Director

Jay C. Hoag (age 58) has served as a member of the board of directors since October 2005. Mr. Hoag co-founded Technology Crossover Ventures, a private equity and venture capital firm, in 1995 and continues to serve as a Founding General Partner. Mr. Hoag has served on the boards of directors and compensation committees of TripAdvisor, Inc., since February 2018; Electronic Arts Inc., an interactive entertainment software company, since September 2011; and Netflix, Inc., since 1999. Mr. Hoag served on the board of directors of TechTarget, Inc., a marketing services provider, from 2004 to 2016. Mr. Hoag also serves on the boards of directors of several private companies and universities. Mr. Hoag holds a B.A. from Northwestern University and an M.B.A. from the University of Michigan.

As a venture capital investor, Mr. Hoag brings strategic insights and extensive financial experience to our board of directors. He has evaluated, invested in and served as a board and committee member of numerous companies, both public and private, and is familiar with a full range of corporate and board functions. His many years of experience helping companies shape and implement strategy provide our board of directors with unique perspectives on matters such as risk management, corporate governance, talent selection and leadership development.

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### **Gregory B. Maffei**

- Ø President and Chief Executive Officer, Liberty Media Corporation and Liberty Interactive Corporation
- Ø Zillow Group Board Committee Service: Audit (Chair)
- Ø Independent Director

Gregory B. Maffei (age 57) has served as a member of the board of directors since May 2005. Mr. Maffei has served as President and Chief Executive Officer of Liberty Media Corporation (including its predecessor) since May 2007 and Liberty Broadband Corporation since June 2014. He has served as a director, the President and Chief Executive Officer of Liberty TripAdvisor Holdings, Inc., since July 2013, and as its Chairman of the Board since June 2015. He has also served as President and Chief Executive Officer of Liberty Interactive Corporation (and its predecessor) since February 2006 and as a director since November 2005, and as its Chief Executive Officer-Elect from November 2005 through February 2006. Prior thereto, Mr. Maffei served as President and Chief Financial Officer of Oracle Corporation, a business software and hardware systems company, President and Chief Executive Officer of 360networks Corporation, a wholesale provider of Internet connectivity services, and Chief Financial Officer of Microsoft Corporation, a software company. Mr. Maffei has served as the Chairman of the Board of TripAdvisor, Inc., since February 2013; Chairman of the Board of Live Nation Entertainment, Inc., a live entertainment and ecommerce company, since March 2013 and as a director since February 2011; Chairman of the Board of Sirius XM Holdings, Inc., a satellite radio company, since April 2013 and as a director since 2009; director of Charter Communications, Inc., since May 2013; and Chairman of the Board of Pandora Media, Inc., since September 2017. Mr. Maffei previously served as Chairman of the Board of Directors of Starz, an integrated global media and entertainment company, from January 2013 until December 2016; as a director of DIRECTV (and its predecessor), a provider of digital television entertainment services, from June 2008 to June 2010; as a director of Expedia, Inc.; an online travel company, from 1999 to 2003 and Chairman from 1999 to 2002; as a director of Starbucks Corporation, a retailer of specialty coffee, from 1999 to 2006; as a director of Barnes & Noble, Inc., a retailer of books and digital media, from September 2011 to April 2014; and as a director of Electronic Arts, Inc. from June 2003 to July 2013. Mr. Maffei holds an A.B. from Dartmouth College and an M.B.A. from Harvard Business School, where he was a Baker Scholar.

Mr. Maffei is qualified to serve on our board of directors because he brings significant financial and operations experience due to his current and former leadership roles at public companies in the media, communications, and technology industries. He brings valuable perspective to strategic and operational matters based on extensive knowledge of governance practices and trends, particularly with respect to compliance and risk management. Mr. Maffei also possesses significant expertise related to financial reporting and accounting as a result of his leadership roles with large public companies.

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**CORPORATE GOVERNANCE**

**Board of Directors**

Our board of directors and its committees meet throughout the year on a set schedule and hold special meetings and act by written consent from time to time. During 2017 and including telephonic meetings, Zillow Group's board of directors met four times, the audit committee held five meetings, Zillow Group's compensation committee held two meetings and Zillow Group's nominating and governance committee held three meetings. During 2017, each incumbent member of Zillow Group's board of directors attended 85% or more of the aggregate number of meetings of the board and committees on which he or she served that were held during their term of service, except for Mr. Blachford who did not attend five of the fourteen board and committee meetings that were held in 2017. We encourage all of our directors and nominees for director to attend our annual meeting of shareholders. Three of Zillow Group's directors attended the 2017 Annual Meeting of Shareholders.

**Director Independence**

Our board of directors has undertaken a review of the independence of each of the persons who served as a director of Zillow Group during 2017. Based on information provided by each director concerning his or her background, employment, investments, and affiliations and upon the review and recommendation of our nominating and governance committee, our board of directors has determined that Ms. Underwood and Messrs. Blachford, Hoag, Maffei, and Stephenson, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is independent as that term is defined under the applicable rules and regulations of the SEC and the listing requirements and rules of Nasdaq. The independent directors periodically meet in executive session.

In making the independence determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and its subsidiaries and all other facts and circumstances our board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. In evaluating the independence of our directors, the board of directors also considered the following transactions, relationships and arrangements that are not required to be disclosed in this Proxy Statement as transactions with related persons:

Mr. Hoag is the General Partner of Technology Crossover Ventures (TCV), and is a direct or indirect director, limited partner, or member of the general partners of various private equity and venture capital funds of TCV that have been invested in by Messrs. Barton and Rascoff, each in their individual capacity, and Mr. Maffei, through an entity that he owns and controls. Each of Messrs. Barton and Rascoff's capital commitments in these funds represent a *de minimis* share of the total committed capital of the funds. Mr. Blachford also serves as a venture partner of TCV.

Mr. Hoag serves on the boards of directors of Netflix, Inc. with Mr. Barton.

Mr. Hoag serves of the board of directors of TripAdvisor, Inc. with Messrs. Rascoff and Maffei. Mr. Hoag also serves on the compensation committee. Mr. Maffei is also the Chief Executive Officer and Chairman of the Board of Liberty TripAdvisor Holdings, which currently holds approximately 22% of the outstanding stock of TripAdvisor, Inc.

Mr. Maffei is the President and Chief Executive Officer of Liberty Interactive Corporation, as well as a member of the board of directors with Mr. Barton.

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Messrs. Blachford and Barton are 50% co-owners of a condominium.

Mr. Blachford serves on the boards of directors of two privately held companies in which Mr. Barton is an investor and, for one of the companies, also serves as a board member.

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Mr. Stephenson participates in Zillow Group's Premier Agent program. Mr. Stephenson is the Managing Broker of Real Property Associates, which provides certain brokerage and rental management services to Mr. Rascoff.

Ms. Underwood is the Vice President of Product for Slack Technologies, Inc. (Slack), a company with which Zillow Group engages in ordinary course business transactions. Zillow Group's payments to Slack were less than 5% of the recipient's consolidated gross revenue for 2017 and 2016.

### **Board Leadership Structure**

In accordance with our Corporate Governance Guidelines, a copy of which is posted on our website at <http://investors.zillowgroup.com/corporate-governance.cfm>, our board of directors does not have a policy as to whether the offices of chair of the board and Chief Executive Officer should be separate. Our board of directors believes that it should have the flexibility to make this determination as circumstances require, and in a manner that it believes is best to provide appropriate leadership for our company. The board of directors believes that its current leadership structure, with Mr. Barton serving as Executive Chairman and Mr. Rascoff serving as Chief Executive Officer, is appropriate because it enables the board, as a whole, to engage in oversight of management, promote communication and collaboration between management and the board, and oversee governance matters, while allowing our Chief Executive Officer to focus on his primary responsibility, the operational leadership and strategic direction of the Company. In addition, the board of directors benefits from the perspective and insights of Messrs. Barton and Rascoff as a result of their extensive experience in the mobile and Internet industries. The board of directors does not believe that its role in risk oversight has affected the board's leadership structure.

### **Risk Oversight**

The board of directors considers the assessment of company risks and development of strategies for risk mitigation to be a responsibility of the entire board (as reported by the appropriate committee in the case of risks that are under the purview of a particular committee). The board engages in risk oversight on a broad range of matters, including challenges associated with strategic acquisitions, data privacy, cybersecurity, and other threats relevant to our information technology environment. The compensation committee provides oversight of our compensation philosophy and the objectives of our compensation programs, including the evaluation of whether our incentive compensation programs contain incentives for executive officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the company. The nominating and governance committee oversees risks associated with corporate governance and the composition of our board of directors, including the independence of board members. The audit committee provides oversight concerning our major financial risk exposures and the steps management has taken to monitor and control such exposures. Each committee generally reports on its discussions to the full board of directors during the committee reports portion of the next board meeting. This enables the board of directors and its committees to coordinate their risk oversight roles.

### **Board Committees**

The board of directors currently has the following standing committees: audit, compensation, and nominating and governance. The board of directors may, from time to time, form a new committee or disband a current committee depending on the circumstances and needs of the Company. Each standing committee complies with the independence and other requirements established by the SEC, Nasdaq, and applicable laws and regulations. Membership of the standing committees is determined annually by the board of directors with consideration given to the recommendation of the nominating and governance committee. Adjustments to committee assignments may be made at any time.



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The board of directors has adopted a written charter for each standing committee. Shareholders may access a copy of each standing committee's charter on the Investor Relations section of our website at <http://investors.zillowgroup.com/corporate-governance.cfm>. A summary of the duties and responsibilities of each standing committee is set forth below.

### **Audit Committee**

The current members of our audit committee are Erik Blachford, Gordon Stephenson and Gregory B. Maffei, with Mr. Maffei serving as Chair. The primary responsibilities of the audit committee are to:

oversee the integrity of our corporate accounting and financial reporting process, internal accounting and financial controls and audits of the financial statements;

evaluate the independent auditor's qualifications, independence and performance, engage and provide for the compensation of the independent auditor, and establish the policies and procedures for the retention of the independent auditor to perform any proposed permissible non-audit services;

review our annual audited financial statements;

review our critical accounting policies, disclosure controls and procedures and internal controls over financial reporting;

establish and oversee certain compliance procedures and ethics compliance, including procedures for the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters;

discuss with management and the independent auditor the results of the annual audit and the reviews of our quarterly unaudited financial statements; and

review all transactions with related persons that are disclosed under Item 404 of Regulation S-K.

Our board of directors has determined that each of our audit committee members meets the requirements for independence and financial literacy under the applicable rules and regulations of the SEC and Nasdaq. Our board of directors has determined that each of Messrs. Blachford, Maffei and Stephenson is an audit committee financial expert as defined under the applicable rules and regulations of the SEC.

### **Compensation Committee**

The current members of our compensation committee are Erik Blachford, Jay C. Hoag and April Underwood, with Mr. Hoag serving as Chair. The primary responsibilities of our compensation committee are to:

review our overall compensation philosophy and policies relating to the compensation and benefits of our officers and employees;

review and approve goals and objectives relevant to the compensation of our Chief Executive Officer and other senior officers, evaluate the performance of these officers in light of those goals and objectives, and set compensation of these officers based on such evaluations;

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oversee the administration and issuance of stock options, restricted stock units, and other awards under our equity incentive plans, including the Zillow Group, Inc. Amended and Restated 2011 Incentive Plan (the "2011 Plan"); and

oversee our compensation and benefit plans, policies and programs for our executive officers and non-employee directors.

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As part of its process to determine the compensation level of each executive officer, the compensation committee evaluates, among other things, the Chief Executive Officer's assessment of the other executive officers and recommendations regarding their compensation in light of the goals and objectives of our executive compensation program.

Pursuant to its charter, the compensation committee has sole authority to engage outside compensation consultants or other advisors to assist the committee in carrying out its duties. With respect to 2017 executive compensation, the compensation committee did not engage a compensation consultant but considered the 2016 analysis of Compensia, a compensation consulting firm, as described below. The compensation committee also considered market information available through Equilar and Radford, each leading executive compensation data solutions companies, and data from the proxy statements of peer companies as reference points in making certain executive compensation decisions for 2017 consistent with the Company's compensation philosophy. With respect to 2016 executive compensation, the compensation committee engaged Compensia to recommend a peer group for the purpose of conducting a market analysis of the total compensation of certain executive officers and to make recommendations for the committee's consideration with respect to the salary and equity compensation of certain executive officers. Compensia did not provide any other services to the compensation committee, management, or the Company in 2016 or 2017 and only received fees from the Company on behalf of our compensation committee.

The compensation committee may form and delegate authority to subcommittees and delegate authority to one or more designated members of the committee in accordance with its charter. The charter also permits the compensation committee to delegate to one or more senior executive officers the authority to make certain grants of equity-based compensation to non-executive officer employees, subject to restrictions set forth in the charter and under applicable laws. Upon the recommendation of the compensation committee, the board of directors has delegated to Mr. Rascoff, so long as he is acting as Chief Executive Officer of Zillow Group, Ms. Philips, so long as she is acting as Chief Financial Officer of Zillow Group, Mr. Barton, so long as he is acting as Executive Chairman of Zillow Group, and Mr. Frink, so long as he is acting as Vice Chairman or President of Zillow Group, the authority to grant equity awards to non-executive officer employees under the 2011 Plan, subject to certain restrictions. Pursuant to such authority, these individuals routinely act to grant equity awards to our non-executive officer employees.

Our board of directors has determined that each member of our compensation committee meets the requirements for independence under the applicable rules and regulations of Nasdaq, the SEC, and the Internal Revenue Code of 1986, as amended (the Code). For additional discussion of the processes and procedures the compensation committee has used to determine executive officer and non-employee director compensation, please refer to the sections entitled, Named Executive Officer Compensation Compensation Discussion and Analysis How We Set Executive Compensation and Director Compensation, respectively.

### **Compensation Committee Interlocks and Insider Participation**

None of the members of Zillow Group's compensation committee in 2017 was, at any time during 2017 or at any other time, an officer or employee of Zillow Group, and, except as described in the section entitled Certain Relationships and Related Person Transactions, none had or has any relationships with Zillow Group that are required to be disclosed under Item 404 of Regulation S-K.

A compensation committee interlock can occur when an executive officer of one company: (1) serves on the compensation committee of another company, one of whose executive officers serves on the compensation committee or board of directors of the first company; or (2) serves as a director of another company, one of whose executive officers serves on the compensation committee of the first company. During 2017, none of Zillow Group's executive officers served as a member of the board of directors, or as a member of the compensation or similar committee, of another company such that a compensation committee interlock arose.

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### **Nominating and Governance Committee**

The current members of our nominating and governance committee are Gordon Stephenson and Erik Blachford, with Mr. Stephenson serving as Chair. The primary responsibilities of the nominating and governance committee are to:

identify, approve, and recommend individuals qualified to become members of the board of directors in accordance with the director selection guidelines approved by the board of directors;

oversee evaluations of our board of directors and its committees; and

develop, periodically review, monitor and recommend to the board of directors corporate governance principles and policies applicable to the Company.

The nominating and governance committee and the board of directors believe it is essential to have directors representing diverse viewpoints to enhance the quality of the board's discussions and decision-making process. This is consistent with the Company's commitment to equity and belonging across the organization, with diversity of thought being an integral part of the way the Company promotes innovation and long-term success. Diversity, which we broadly construe to include age, professional experience, gender, race, and ethnicity, among other considerations, is one factor taken into account by the nominating and governance committee in determining the needs of the board of directors and evaluating director candidates to fill such needs. The director selection guidelines used by the nominating and governance committee to evaluate the board's composition and director candidates are included in the committee's charter, which is available on the Investor Relations section of our website at <http://investors.zillowgroup.com/corporate-governance.cfm>. Pursuant to the director selection guidelines and to help ensure a well-balanced board, the nominating and governance committee considers the total mix of the board's composition and director candidates' qualifications, including factors like relevant industry knowledge, expertise in operations, financial acumen, and experience working with public companies. The nominating and governance committee does not have a formal policy with respect to diversity. The nominating and governance committee has the authority to retain a search firm or other advisor to identify director candidates and to otherwise assist with the fulfillment of its duties.

Our board of directors has determined that each member of the nominating and governance committee meets the requirements for independence under the applicable rules and regulations of Nasdaq and the SEC. Pursuant to its charter, the nominating and governance committee will also consider qualified director candidates recommended by our shareholders. The nominating and governance committee evaluates the qualifications of candidates properly submitted by shareholders in the same manner as it evaluates the qualifications of director candidates identified by the committee or the board of directors. Shareholders can recommend director candidates by following the instructions outlined below in the section entitled "Additional Information - Consideration of Shareholder-Recommended Director Nominees." No nominations for director were submitted to the nominating and governance committee for consideration by any of our shareholders in connection with the Annual Meeting.

**Table of Contents****DIRECTOR COMPENSATION****2017 Director Compensation Table**

Zillow Group's director compensation program is governed by the Amended and Restated Stock Option Grant Program for Nonemployee Directors (the Program). In 2017, Zillow Group compensated its eligible non-employee directors solely with stock options. As described in greater detail below, in February 2017, the board of directors adopted amendments to the Program. Under the prior Program, eligible non-employee directors received a fully-vested stock option grant as compensation for the prior year's service (the 2016 to 2017 board service year) as of March 1, 2017. In addition, under the amended Program, non-employee directors received a stock option grant as compensation for the upcoming year's service (the 2017 to 2018 board service year) as of March 1, 2017 which vests quarterly over one year. For 2018 and thereafter, the Company expects that a single option grant will be made to non-employee directors for the upcoming year's service.

The following table provides information regarding the compensation of our non-employee directors during 2017. The 2017 compensation of Messrs. Rascoff and Frink, executive officers who are also members of the board of directors, is discussed in the Compensation Discussion and Analysis, and additional information is presented in the related tables. Messrs. Rascoff, Barton, and Frink did not receive compensation for their board service.

<b>Name</b>	<b>Option Awards (\$)(1)</b>	<b>Total (\$)</b>
Erik Blachford	350,000	350,000
Peter Flint	350,000	350,000
Jay C. Hoag	350,000	350,000
Gregory B. Maffei	350,000	350,000
Gordon Stephenson	350,000	350,000
April Underwood	400,000(2)	400,000(2)

- Amounts reflect aggregate grant date fair value of the option awards granted, computed, as of the grant date, in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation - Stock Compensation ( FASB ASC Topic 718 ). Assumptions used to calculate these amounts are described in Note 14, Share-Based Awards, to Zillow Group's financial statements included in Zillow Group's Annual Report on Form 10-K for the year ended December 31, 2017. On March 1, 2017, and as described in greater detail below, each of the eligible non-employee directors of Zillow Group received an annual stock option grant to purchase 13,071 shares of Zillow Group's Class C capital stock with a Black-Scholes-Merton grant date fair value of \$200,000 for the next year's service and, other than Ms. Underwood, an annual stock option grant to purchase 9,803 shares of Zillow Group's Class C capital stock with a Black-Scholes-Merton grant date fair value of \$150,000 for the prior year's service. As of December 31, 2017, Zillow Group's non-employee directors held stock options granted for director service to purchase the following number of shares of Zillow Group's Class A common stock and Class C capital stock: Mr. Blachford, 22,886 shares of Class A common stock and 85,481 shares of Class C capital stock; Mr. Flint (whose term as director expired in June 2017), 22,890 shares of Class C capital stock; Mr. Hoag, 3,145 shares of Class A common stock and 45,999 shares of Class C capital stock; Mr. Maffei, 22,886 shares of Class A common stock and 85,481 shares of Class C capital stock; Mr. Stephenson, 22,886 shares of Class A common stock and 85,481 shares of Class C capital stock; and Ms. Underwood, 26,501 shares of Class C capital stock.
- On February 11, 2017, in connection with her initial appointment to the board, Ms. Underwood received a stock option grant to purchase 13,430 shares of Zillow Group's Class C capital stock with a Black-Scholes-Merton grant date fair value of \$200,000. One-sixteenth of the shares subject to this option grant vests quarterly such that the option grant will be fully vested after four years.

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### **Time and Manner of Compensation**

The Program is administered by the compensation committee and the board of directors under the 2011 Plan. Eligible directors are compensated for service on our board and committees of our board solely with stock options granted under the Program. No director receives cash compensation for service as a director, though a director is reimbursed for reasonable expenses incurred while attending meetings of our board of directors and board committees.

In February 2017, the board of directors, upon the recommendation of the compensation committee, adopted amendments to the Program. Pursuant to the amended Program, on March 1 of each year, our non-employee directors are eligible to automatically receive stock option grants to purchase a number of shares of Class C capital stock equal to the amount set forth in the Program. Eligible directors who are initially elected or appointed to the board of directors during the 12-month period following a March 1 grant date receive a prorated annual option grant in connection with their initial election or appointment to the board, based on the number of full calendar months that elapse between the date of the director's initial election or appointment to the board and the next March 1 grant date, subject to approval by the board or the compensation committee.

The grants made in March 2017 pursuant to the amended Program were for that number of shares of Class C capital stock having a Black-Scholes-Merton value of \$200,000 on the date of grant (with any fractional share rounded to the nearest whole share (0.5 rounded up)) and with a per share exercise price equal to the closing price of our Class C capital stock on the date of grant. One-fourth of the shares subject to annual stock options granted under the Program vest each quarter over one year, subject to continued service. Prorated options granted under the Program become fully vested as of the first March 1 grant date following the board's or compensation committee's approval of the grant.

Prior to the board's approval of the amended Program, non-employee directors automatically received stock options that were fully vested as of the March 1 grant date as compensation for the prior year's service. In order to compensate directors for service over the immediately preceding year, non-employee directors, other than Ms. Underwood, also received stock options on March 1, 2017 for 9,803 shares of Class C capital stock having a Black-Scholes-Merton value of \$150,000 on the date of grant (with any fractional share rounded to the nearest whole share (0.5 rounded up)) and with a per share exercise price equal to the closing price of our Class C capital stock on that date. In lieu of the foregoing grant, Ms. Underwood was granted a stock option to purchase 13,430 shares of our Class C capital stock which vests quarterly over four years, subject to Ms. Underwood's continued director service. For 2018 and thereafter, the Company expects a single option grant will be made to non-employee directors under the current Program for the next year's service which vests quarterly over one year.

Stock options granted under the Program in 2017 have ten-year terms, subject to earlier termination in the event of a director's termination of service.

Pursuant to its charter, the compensation committee reviews non-employee director compensation at least annually and may recommend adjustments to the board. The Company has designed its non-employee director compensation program to attract and retain excellent directors and align their interests with the long-term interests of our shareholders. The compensation committee considers third-party director compensation surveys, such as the director compensation reports issued jointly by the National Association of Corporate Directors and Pearl Meyer, and the time commitment required of Zillow Group's directors, among other factors, when evaluating non-employee director compensation.

**Table of Contents****EQUITY COMPENSATION PLAN INFORMATION**

The following table provides certain information as of December 31, 2017 with respect to securities authorized for issuance under equity compensation plans. No future equity awards will be granted under the equity compensation plans not approved by security holders described in the table and accompanying footnotes below.

<b>Plan category</b>	<b>Number of securities issuable upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (1) (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
<b>Equity compensation plans approved by security holders (2)</b>			
Class A Common Stock	4,728,583(3)	\$ 24.99	(4)
Class B Common Stock			
Class C Capital Stock	25,601,218(5)	\$ 28.36	5,076,898(6)(7)
<b>Equity compensation plans not approved by security holders</b>			
Class A Common Stock	107,585(8)	\$ 14.70	
Class B Common Stock			
Class C Capital Stock	224,225(9)	\$ 20.50	
<b>Total</b>			
Class A Common Stock	4,836,168	\$ 24.76	
Class B Common Stock			
Class C Capital Stock	25,825,443	\$ 28.29	5,076,898
<b>Total All Classes</b>	<b>30,661,611</b>	<b>\$ 27.70</b>	<b>5,076,898</b>

- (1) The weighted-average exercise price is calculated based on outstanding stock options. It excludes outstanding restricted stock units ( RSUs ) and restricted units, which have no exercise price.
- (2) Includes the Zillow, Inc. Amended and Restated 2005 Equity Incentive Plan (the 2005 Plan ) and the 2011 Plan. The 2005 Plan was terminated in July 2011, and no new equity awards may be granted under that plan. No Class B common stock is issuable under either the 2005 Plan or the 2011 Plan.
- (3) Includes (i) stock options to purchase 82,806 shares of Class A common stock under the 2005 Plan and (ii) stock options and RSUs for 4,645,777 shares of Class A common stock under the 2011 Plan.
- (4) We intend that future grants under the 2011 Plan will be for Class C capital stock only; however, we also have the discretion to grant Class A common stock pursuant to the 2011 Plan. In the event we make future grants under the 2011 Plan for Class A common stock, those grants would reduce the number of securities remaining available for future issuance as Class C capital stock.
- (5) Includes 11,014,365 shares of Class C capital stock issuable upon exercise of outstanding stock options and vesting of outstanding RSUs and restricted units that were distributed as a dividend in connection with the Class C Stock Split effective August 14, 2015. Also includes 14,586,853 shares of Class C capital stock issuable upon exercise of outstanding stock options and vesting of RSUs that were granted under our 2011 Plan in 2015, 2016, and 2017 following the effective date of the Class C Stock Split.
- (6) Includes shares available for issuance under the 2011 Plan, which we intend to issue solely as shares of Class C capital stock. Does not include (i) 7,742,649 shares that became available for issuance under the 2011 Plan on January 1, 2017 pursuant to the evergreen provision, and (ii) shares subject to stock options granted in substitution of stock options previously granted by companies we acquired,

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which stock options do not reduce the number of shares available for issuance under the 2011 Plan.

- (7) The 2011 Plan contains an evergreen provision, pursuant to which the number of shares available for issuance can be increased on the first day of each of our fiscal years, equal to the least of (i) 3.5% of our outstanding Class A common stock, Class B common stock and Class C capital stock on a fully diluted basis



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- as of the end of our immediately preceding fiscal year, (ii) 10,500,000 shares (as adjusted for the Class C Stock Split), and (iii) a lesser amount determined by our board of directors; provided, however, that any shares from increases in prior years that are not actually issued will continue to be available for issuance under the 2011 Plan.
- (8) Includes 92,611 shares of Class A common stock issuable upon exercise of outstanding options and vesting of RSUs that we assumed in connection with our February 2015 acquisition of Trulia. These awards were assumed under the Trulia 2012 Equity Incentive Plan, as amended and restated (the Trulia 2012 Plan ) and the Trulia 2005 Stock Incentive Plan, as amended. Also includes 14,974 shares of Class A common stock issuable upon exercise of outstanding stock options and RSUs that were granted to Trulia employees under the Trulia 2012 Plan following completion of the Trulia acquisition. No future awards will be granted under these plans. No Class B common stock is issuable under these plans.
- (9) Includes 194,277 shares of Class C capital stock issuable upon exercise of outstanding stock options and vesting of RSUs assumed in the Trulia acquisition that were distributed as a dividend pursuant to the Class C Stock Split. Also includes 29,948 shares of Class C capital stock issuable pursuant to the Class C Stock Split with respect to outstanding stock options and RSUs that were granted to Trulia employees under the Trulia 2012 Plan following completion of the Trulia acquisition.

**Trulia 2012 Equity Incentive Plan, as Amended and Restated**

The Trulia 2012 Plan became effective in September 2012. The Trulia 2012 Plan provides for the grant of incentive and nonqualified stock options, restricted stock, RSUs, stock appreciation rights, performance units and performance shares to employees, directors and consultants. Under the 2012 Plan, stock options were granted at a price per share not less than 100% of the fair market value per share of the underlying stock at the grant date. The plan administrator determined the vesting period for each option award on the grant date, and options granted under the plan generally expire 10 years from the grant date or such shorter term as may be determined for the options. As described above, no new equity awards will be granted under the Trulia 2012 Plan or under any of the other equity plans under which outstanding equity awards were assumed in connection with the Trulia acquisition.

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**PROPOSAL 2: ADVISORY VOTE TO APPROVE THE COMPENSATION OF  
NAMED EXECUTIVE OFFICERS**

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), our shareholders are able to vote to approve, on a nonbinding, advisory basis, not less frequently than once every three years, the executive compensation programs and policies and the resulting compensation of our named executive officers, as further described in the Compensation Discussion and Analysis section and the compensation tables that follow it. In accordance with the Exchange Act requirements, we are providing our shareholders with an opportunity to express their views on our named executive officers' compensation, commonly referred to as the say-on-pay vote. Although this advisory vote is nonbinding, our board of directors and compensation committee will review and consider the voting results when making future decisions regarding our named executive officer compensation and related executive compensation programs. Our board of directors has adopted a policy to hold this advisory vote every three years, with the next vote on the compensation of our named executive officers to occur at the 2021 Annual Meeting of Shareholders.

As described in more detail in the Compensation Discussion and Analysis, our executive compensation program is designed to:

Attract qualified, experienced executive officers who will enable us to achieve our business objectives;

Retain and motivate our executive officers to achieve superior performance;

Reward performance; and

Align the interests of our executive officers with those of our shareholders by motivating our executive officers to increase shareholder value.

We encourage shareholders to read the Compensation Discussion and Analysis in this Proxy Statement, which describes the processes the compensation committee used to determine the structure and amounts of the compensation of our named executive officers in 2017 and how our executive compensation philosophy, policies and procedures operate and are designed to achieve our compensation objectives. The compensation committee and our board of directors believe that the policies and procedures articulated in the Compensation Discussion and Analysis are effective in achieving our goals and that the named executive officers in this Proxy Statement have contributed to our success.

Accordingly, we ask our shareholders to vote **FOR** the following resolution:

**RESOLVED**, that the shareholders of Zillow Group, Inc. approve, on a nonbinding, advisory basis, the compensation of the named executive officers, as disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosures in the Proxy Statement for the 2018 Annual Meeting of Shareholders of Zillow Group, Inc.

**The Board of Directors Recommends a Vote **FOR****

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**the Advisory Resolution to Approve Compensation of our Named Executive Officers.**

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**PROPOSAL 3: RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee, which consists entirely of independent directors, has selected Deloitte & Touche LLP ( Deloitte ) as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

Shareholder ratification of the appointment of Deloitte as our independent registered public accounting firm is not required by our Amended and Restated Bylaws ( Bylaws ) or otherwise. However, our board of directors is submitting the appointment of Deloitte to our shareholders for ratification as a matter of corporate practice. If our shareholders fail to ratify the appointment, the audit committee may reconsider the appointment of Deloitte. Even if the appointment is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders. Representatives of Deloitte are expected to be present at the Annual Meeting.

**Change of Independent Public Accountants:** As previously reported on the Company's Current Report on Form 8-K, dated August 3, 2016, the audit committee conducted a comprehensive, competitive process to determine the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2017. On August 3, 2016, the audit committee approved the engagement of Deloitte as our independent registered public accounting firm for the Company's fiscal year ending December 31, 2017, and approved the dismissal of EY, which became effective on February 7, 2017.

The reports of EY on the Company's consolidated financial statements for the years ended December 31, 2015 and 2016, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principle. During the fiscal years ended December 31, 2015 and 2016, there were no disagreements (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K) between the Company and EY on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of EY, would have caused EY to make reference to the subject matter of the disagreements in connection with EY's report on the Company's consolidated financial statements for such fiscal years, and there were no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

During the two most recent fiscal years ended December 31, 2015 and 2016, neither the Company nor anyone acting on its behalf has consulted with Deloitte regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed, or (ii) the type of audit opinion that might be rendered on the Company's financial statements, and either a written report was provided to the Company or oral advice was provided that Deloitte concluded was an important factor considered by the Company in reaching a decision as to an accounting, auditing or financial reporting issue; or (iii) any matter that was either the subject of a disagreement or a reportable event, as each term is defined in Items 304(a)(1)(iv) or (v) of Regulation S-K, respectively.

**The Board of Directors Recommends a Vote FOR the Ratification of the  
Appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm.**

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**AUDIT COMMITTEE REPORT**

The audit committee assists our board of directors in oversight of (a) our accounting and financial reporting processes and the audits of our financial statements, (b) the independent auditor's qualifications, independence and performance, (c) our internal audit function, if any, and the performance of our internal accounting and financial controls, and (d) our compliance with legal and regulatory requirements. Deloitte & Touche LLP (Deloitte), the Company's independent registered public accounting firm, was responsible for auditing the financial statements prepared by our management for the fiscal year ended December 31, 2017.

In connection with our review of Zillow Group's audited financial statements for the fiscal year ended December 31, 2017, we relied on reports received from Deloitte as well as the advice and information we received during discussions with Zillow Group's management. In this context, we hereby report as follows:

- (i) The audit committee has reviewed and discussed the audited financial statements for fiscal year 2017 with Zillow Group's management.
- (ii) The audit committee has discussed with Deloitte, the Company's independent registered public accounting firm, the matters required to be discussed by the statement on Auditing Standard No. 1301, *Communications with Audit Committees*.
- (iii) The audit committee has received the written disclosures and the letter from Deloitte, the Company's independent registered public accounting firm, required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence.
- (iv) Based on the review and discussion referred to in paragraphs (i) through (iii) above, the audit committee recommended to Zillow Group's board of directors that the audited financial statements be included in Zillow Group's Annual Report on Form 10-K for the year ended December 31, 2017, for filing with the SEC.

Members of the audit committee:

Gregory B. Maffei (Chairman)

Erik Blachford

Gordon Stephenson

**Table of Contents****INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS FEES REPORT****Fees Paid to Independent Registered Public Accounting Firm**

The following table provides information regarding the fees billed by Deloitte & Touche LLP ( Deloitte ) for the fiscal year ended December 31, 2017, inclusive of out-of-pocket expenses.

	<b>2017</b>
Audit Fees	\$ 915,575
Audit-Related Fees	\$
Tax Fees	\$ 89,995
All Other Fees	\$ 2,077

**Fees Paid to Prior Independent Registered Public Accounting Firm**

The following table provides information regarding the fees billed by the Company's previous independent registered public accounting firm, Ernst & Young LLP ( EY ), for the fiscal year ended December 31, 2016 and 2017, inclusive of out-of-pocket expenses.

	<b>2017</b>	<b>2016</b>
Audit Fees	\$ 30,000	\$ 1,395,771
Audit-Related Fees	\$	\$
Tax Fees	\$	\$
All Other Fees	\$	\$ 2,110

**Audit Fees**

Audit fees of Deloitte and EY during the 2017 and 2016 fiscal years, include the aggregate fees incurred for the audits of the annual consolidated financial statements and the review of each of the quarterly consolidated financial statements included in Quarterly Reports on Form 10-Q for Zillow Group. Audit fees in 2016 also include services rendered by EY in connection with Zillow Group's February 2016 acquisition of Naked Apartments, August 2016 acquisition of Bridge Interactive Group, December 2016 issuance of 2.00% Convertible Senior Notes due 2021 and certain registration statements on Form S-8.

**Tax Fees**

Tax fees of Deloitte for the fiscal year ended December 31, 2017 primarily include tax compliance and return preparation. For the fiscal year ended December 31, 2016, there were no fees billed by EY for professional services rendered under Tax Fees in the chart above.

**All Other Fees**

Other fees include access to online accounting and tax research software applications and data.

**Audit Committee Review and Pre-Approval of Independent Registered Public Accounting Firms Services**

All fees described above were approved by the audit committee. Our audit committee's policy is to pre-approve all audit and non-audit services (including the fees and terms thereof) to be performed by our independent registered public accounting firm. This policy is set forth in the

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charter of the audit committee, which is available at <http://investors.zillowgroup.com/corporate-governance.cfm>. The audit committee considered whether the non-audit services rendered by our independent registered accounting firms were compatible with maintaining their independence as the independent registered public accounting firms of our financial statements and concluded, for both Deloitte and EY, that they were.

**Table of Contents****EXECUTIVE OFFICERS**

The following table provides information regarding our executive officers as of April 2, 2018:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Spencer M. Rascoff	42	Chief Executive Officer and Director
Richard N. Barton	50	Executive Chairman and Director
Lloyd D. Frink	53	Vice Chairman, President and Director
David A. Beitel	48	Chief Technology Officer
Amy C. Bohutinsky	43	Chief Operating Officer
Stanley B. Humphries	50	Chief Analytics Officer
Kathleen Philips	51	Chief Financial Officer, Chief Legal Officer, Secretary and Treasurer
Errol G. Samuelson	52	Chief Industry Development Officer
Greg M. Schwartz	45	Chief Business Officer
Jeremy Wacksman	41	Chief Marketing Officer

**EXECUTIVE OFFICERS**

The following section presents biographical information for Zillow Group's executive officers. Unless otherwise noted, executive officer positions were held continuously with Zillow before the Trulia transaction in February 2015 and with Zillow Group after the Trulia transaction. For biographical information for Messrs. Barton, Frink and Rascoff, please refer to the section entitled "Proposal 1: Election of Directors."

**David A. Beitel** has served as Chief Technology Officer since February 2005. From 1999 to 2005, Mr. Beitel was at Expedia, Inc., where he held many leadership positions, including Chief Technology Officer from 2003 to 2005 and Vice President of Product Development from 1999 to 2003. From 1992 to 1999, Mr. Beitel held many leadership positions at Microsoft Corporation, including Development Lead in the handheld computing group and as a member of the original Expedia team. Mr. Beitel holds a B.S. and an M.E. in Computer Science, both from Cornell University.

**Amy C. Bohutinsky** has served as Zillow Group's Chief Operating Officer since August 2015. Since joining the company in 2005, Ms. Bohutinsky has held many leadership positions, including Chief Marketing Officer from March 2011 to August 2015, Vice President of Marketing and Communications from September 2010 to March 2011, Vice President of Communications between August 2008 and September 2010, and Director of Communications between August 2005 and August 2008. From 2001 to 2005, Ms. Bohutinsky held many leadership positions at Hotwire, Inc., including Director of Corporate Communications. Ms. Bohutinsky previously worked for Blanc & Otus, a technology public relations firm, from 2000 to 2001 and was formerly a broadcast journalist with various local network affiliates. Ms. Bohutinsky serves on the board of directors of Hotel Tonight, Inc., a privately held mobile-based hotel booking service. Ms. Bohutinsky holds a B.A. in Journalism and Mass Communications from Washington & Lee University.

**Stanley B. Humphries** has served as Zillow Group's Chief Analytics Officer since August 2015. Since joining the company in 2005, Dr. Humphries has held many leadership positions, including Vice President of Data and Analytics from December 2006 to April 2009 and Chief Economist from May 2009 to August 2015. Prior to joining Zillow, Dr. Humphries served as Group Manager of Customer Analytics at Expedia, Inc., from 2001 to 2005. Dr. Humphries earned his B.A. from Davidson College, a Master of Science in Foreign Service from Georgetown University, and a Ph.D. in Government from the University of Virginia.



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**Kathleen Philips** has served as Zillow Group's Chief Financial Officer and Treasurer since August 2015, Chief Legal Officer since September 2014, and Secretary since July 2010. During her tenure with the company,

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Ms. Philips has held many leadership positions, including Chief Operating Officer from August 2013 to August 2015 and General Counsel from July 2010 to September 2014. Prior to joining the company, Ms. Philips served as General Counsel at FanSnap, Inc., a search engine for live event tickets, from June 2008 to June 2010, as General Counsel at Pure Digital Technologies, Inc., the producer of Flip Video camcorders, from September 2007 to June 2008, and as General Counsel at StubHub, Inc., an online live event ticket marketplace, from May 2005 to April 2006. Ms. Philips served as General Counsel at Hotwire, Inc. from 2001 to 2004 and as its Corporate Counsel from 2000 to 2001. Ms. Philips was an attorney in private practice at Cooley Godward LLP from 1998 to 2000 and at Stoel Rives LLP from 1997 to 1998. Ms. Philips serves on the board of directors of Apptio, a publicly traded provider of business management software-as-a-service applications, and TPG Pace Holdings Corp., a publicly traded special purpose acquisition company. Ms. Philips holds a B.A. in Political Science from the University of California, Berkeley, and a J.D. from the University of Chicago.

**Errol G. Samuelson** has served as Zillow Group's Chief Industry Development Officer since March 2014. Prior to joining Zillow, Mr. Samuelson held various positions with Move, Inc., an online real estate company, and its owned and operated companies, including Chief Strategy Officer of Move, Inc. from April 2013 to March 2014, President of realtor.com®, the real estate listing website of Move, Inc., from February 2007 to March 2014, Chief Revenue Officer of Move, Inc. from May 2009 until April 2013, and President of Top Producer, a software-as-a-service company of Move, Inc., from October 2003 to February 2007. Mr. Samuelson holds a B.A. Sc. in Electronics Engineering from Simon Fraser University.

**Greg M. Schwartz** has served as Zillow Group's Chief Business Officer since August 2015. Prior to that time, Mr. Schwartz served as Chief Revenue Officer from September 2010 to August 2015 and as Vice President of Sales from March 2007 to September 2010. Prior to joining Zillow, Mr. Schwartz was Vice President of Advertising Sales at CNNMoney.com, a financial media company, from July 2005 to March 2007. From August 2001 to July 2005, Mr. Schwartz served as National Accounts Director for the Automotive and Finance Properties of Yahoo!, Inc., an online search company. Mr. Schwartz held various positions at DoubleClick, Inc., an online advertising company, from 1998 to 2000, including Director of Business Development. Mr. Schwartz serves on the board of directors of CarGurus, Inc., a publicly traded online automotive marketplace. Mr. Schwartz holds a B.A. in Government from Hamilton College.

**Jeremy Wacksman** has served as Zillow Group's Chief Marketing Officer since July 2016. Since joining the company in 2009, Mr. Wacksman has held a number of leadership positions including Chief Marketing Officer of Zillow from August 2015 to July 2016 and Vice President of Marketing and Product Management from 2009 to August 2015. Prior to joining Zillow, Mr. Wacksman supported marketing and product management for Xbox Live at Microsoft Corporation. Mr. Wacksman serves on the board of directors of Rover.com, a privately held marketplace for pet services. Mr. Wacksman earned his B.S. in engineering from Purdue University and an M.B.A. from Northwestern University.

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**SECURITY OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS, DIRECTORS, AND MANAGEMENT**

The following tables present information about the ownership of our securities as of March 19, 2018 for:

each person or entity who we know beneficially owns more than five percent of any class of our voting securities;

each of our named executive officers as set forth in the summary compensation table below;

each of our directors; and

all of our directors and executive officers as a group.

Unless otherwise noted, the address of each beneficial owner listed in the tables below is Zillow Group, Inc., 1301 Second Avenue, Floor 31, Seattle, Washington 98101.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated in the footnotes below, we believe, based on the information ascertainable to us from public filings or furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares that they own, subject to applicable community property laws.

The security ownership information is provided as of March 19, 2018, and, in the case of percentage ownership information, is based on (i) 57,272,943 shares of Class A common stock outstanding, (ii) 6,217,447 shares of Class B common stock outstanding and (iii) 129,227,964 shares of Class C capital stock outstanding, in each case, as of March 19, 2018. Class A common stock and Class B common stock are voting securities. Class C capital stock is non-voting, unless otherwise required by applicable law or our amended and restated articles of incorporation.

Class A common stock trades on The Nasdaq Global Select Market under the symbol ZG, and Class C capital stock trades on The Nasdaq Global Select Market under the symbol Z. Class B common stock is not listed.

**Security Ownership of Certain Beneficial Owners**

Due to its non-voting status, Class C capital stock is not included in the table below. Information with respect to officers and directors who hold more than five percent of any class of our voting securities is set forth below in Security Ownership of Management.

<b><u>Name of Beneficial Owner</u></b>	<b>Class A</b>		<b>Class B</b>		<b>% Total Voting Power</b>
	<b>Common Stock Shares</b>	<b>%</b>	<b>Common Stock Shares</b>	<b>%</b>	
Caledonia (Private) Investments Pty Limited(1)	14,105,133	24.6			11.8
UBS Group AG(2)	9,227,856	16.1			7.7
T. Rowe Price Associates, Inc.(3)	5,662,642	9.9			4.7
The Vanguard Group(4)	4,303,445	7.5			3.6

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Wellington Management Group LLP(5)	3,416,162	6.0	2.9
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- (1) Based upon a Schedule 13G filed with the SEC on February 14, 2018 by Caledonia (Private) Investments Pty Limited. The address of Caledonia (Private) Investments Pty Limited is Level 10, 131 Macquarie Street, Sydney, NSW, 2000, Australia.
- (2) Based upon a Schedule 13G filed with the SEC on February 14, 2018 by UBS Group AG. UBS Group AG reports that it has shared voting power over 9,227,856 shares of Class A common stock and shared dispositive power over 9,227,856 shares of Class A common stock. The address of UBS Group AG is Bahnhofstrasse 45, P.O. Box CH-8021, Zurich, Switzerland.

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- (3) Based upon a Schedule 13G/A filed with the SEC on February 14, 2017 by T. Rowe Price Associates, Inc. T. Rowe Price Associates, Inc. reports that it has sole voting power over 1,249,573 shares of Class A common stock and sole dispositive power over 5,662,642 shares of Class A common stock, and T. Rowe Price New Horizons Fund, Inc. has sole voting power over 3,524,893 shares of Class A common stock. The address of T. Rowe Price Associates, Inc. is 100 East Pratt Street, Baltimore, MD 21202.
- (4) Based upon Schedule 13G/A filed with the SEC on February 13, 2018 by The Vanguard Group. The Vanguard Group reports that it has sole voting power over 24,563 shares of Class A common stock, sole dispositive power over 4,278,882 shares of Class A common stock and shared dispositive power over 24,563 shares of Class A common stock. The address of The Vanguard Group is 100 Vanguard Boulevard, Malvern, PA 19355.
- (5) Based upon a Schedule 13G/A filed with the SEC on February 8, 2018 by Wellington Management Group LLP. The Schedule 13G/A reports that Wellington Management Group LLP, Wellington Group Holdings LLP and Wellington Investment Advisors Holdings LLP each have shared voting power over 3,129,465 shares of Class A common stock and shared dispositive power over 3,416,162 shares of Class A common stock and that Wellington Management Company LLP has shared voting power over 3,083,280 shares of Class A common stock and shared dispositive power over 3,336,806 shares of Class A common stock. The address of Wellington Management Group LLP is c/o Wellington Management Company LLP, 280 Congress Street, Boston, MA 02210.

**Security Ownership of Management**

To compute the number of shares of Class A common stock and Class C capital stock beneficially owned by each officer and director and the percentage ownership of Class A common stock and Class C capital stock of that person, we deemed as outstanding shares of the same class of securities subject to options and other equity awards held by that person that are currently exercisable or become exercisable or vested within 60 days of March 19, 2018. To compute the number of shares of Class A common stock held by each of Richard Barton and Lloyd Frink, we also included the number of shares of Class B common stock held by each of them as of March 19, 2018. We did not treat these shares as outstanding, however, for the purpose of computing the percentage ownership of Class A common stock or Class C capital stock of any other person.

<b>Officers and Directors</b>	<b>Class A Common Stock</b>		<b>Class B Common Stock</b>		<b>Class C Capital Stock</b>		<b>% Total Voting Power (1)</b>
	<b>Shares</b>	<b>%</b>	<b>Shares</b>	<b>%</b>	<b>Shares</b>	<b>%</b>	
Spencer M. Rascoff	417,196(2)	*			1,839,435(2)	1.4	*
Richard N. Barton	4,104,896(2)(3)	6.7	3,763,725	60.5	7,957,239(2)(4)	6.2	31.6
Lloyd D. Frink	3,205,771(2)(5)	5.4	2,453,722	39.5	5,797,412(2)(6)	4.5	20.6
Kathleen Philips	147,048(2)	*			564,217(2)	*	*
Amy C. Bohutinsky	46,875(2)	*			419,437(2)	*	*
Greg M. Schwartz	95,083(2)	*			450,323(2)(a)	*	*
Erik Blachford	227,652(2)(7)	*			495,013(2)(7)	*	*
Jay C. Hoag	416,531(2)(8)	*			1,989,097(2)(8)	1.5	*
Gregory B. Maffei	322,063(2)	*			683,835(2)	*	*
Gordon Stephenson	49,388(2)(9)	*			138,485(2)(9)	*	*
April Underwood		*			17,267(2)	*	*
All executive officers and directors as a group (15 persons)	9,253,434(2)	14.3	6,217,447	100.0	21,406,562(2)	15.9	53.3

\* Represents beneficial ownership or total voting power of less than 1%.

- (1) Percentage of total voting power represents voting power with respect to all outstanding shares of Class A common stock and Class B common stock, as a single group. Each holder of Class A common stock is entitled to one vote per share of Class A common stock and each holder of Class B common stock is

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entitled to 10 votes per share of Class B common stock. Holders of Class A common stock and Class B common stock will vote together as a single group on all matters (including the election of directors) submitted to a vote of shareholders, unless otherwise required by law or our amended and restated articles of incorporation. Class B common stock is convertible at any time by the holder into shares of Class A common stock on a share-for-share basis. Class C capital stock is non-voting and therefore is not included in this column.

- (2) Includes the following shares of Class A common stock and Class C capital stock subject to outstanding options that were exercisable as of March 19, 2018 or that become exercisable within 60 days thereafter or, as indicated below for Mr. Schwartz, also includes shares issuable under restricted stock units that become vested within 60 days of March 19, 2018.

<b>Officers and Directors</b>	<b>Class A Common Stock</b>	<b>Class C Capital Stock</b>
Spencer M. Rascoff	417,196	1,827,435
Richard N. Barton	93,333	418,040
Lloyd D. Frink	93,333	418,040
Kathleen Philips	145,158	560,437
Amy C. Bohutinsky	46,875	419,437
Greg M. Schwartz	95,083	448,330(a)
Erik Blachford	22,886	85,481
Jay C. Hoag	3,145	45,999
Gregory B. Maffei	22,886	85,481
Gordon Stephenson	22,886	85,481
April Underwood		17,267
All executive officers and directors as a group (15 persons)	1,156,461(b)	5,425,707(c)

- (a) Includes 854 shares of Class C capital stock issuable under restricted stock units that become vested within 60 days of March 19, 2018.
- (b) Includes 1,152,753 shares of Class A common stock subject to options exercisable on or within 60 days of March 19, 2018 and 3,708 shares of Class A common stock issuable under restricted stock units that become vested within 60 days of March 19, 2018.
- (c) Includes 5,409,576 shares of Class C capital stock subject to options exercisable on or within 60 days of March 19, 2018 and 16,131 shares of Class C capital stock issuable under restricted stock units that become vested within 60 days of March 19, 2018.
- (3) Includes 3,763,725 shares of Class B common stock, of which 339,880 are held by Barton Ventures II LLC (the Barton LLC ), and 247,838 shares of Class A common stock, of which 220,004 are held by the Barton Descendants Trust dated December 30, 2004 (the Barton Trust ) and 20,000 are held by The Barton Foundation. Mr. Barton has sole dispositive and voting power over the shares of Class B common stock held by the Barton LLC and shared dispositive and voting power over the shares of Class A common stock held by The Barton Foundation. Mr. Barton has investment power over the shares of Class A common stock held by the Barton Trust, but cannot receive proceeds from the sale of the shares. Mr. Barton does not have voting power over the shares of Class A common stock held by the Barton Trust and therefore those shares have been excluded from the calculation of percentage of total voting power.
- (4) Includes 7,539,199 shares of Class C capital stock, of which 544,046 are held by the Barton LLC, 440,008 are held by the Barton Trust and 197,000 are held by the Barton Foundation. Mr. Barton has shared dispositive and voting power over the shares of Class C capital stock held by the Barton Foundation. Mr. Barton has investment power over the shares of Class C capital stock held by the Barton Trust, but cannot receive proceeds from the sale of the shares.
- (5) Includes 2,453,722 shares of Class B common stock and 658,134 shares of Class A common stock held by the Frink Descendants Trust dated December 30, 2004 (the Frink Trust ). Mr. Frink has investment power over the shares of Class A common stock held by the Frink Trust but cannot receive proceeds from

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- the sale of the shares. Mr. Frink does not have voting power over the shares of Class A common stock held by the Frink Trust and therefore those shares have been excluded from the calculation of percentage of total voting power.
- (6) Includes 1,086,164 shares of Class C capital stock held by the Frink Trust. Mr. Frink has investment power over the shares of Class C capital stock held by the Frink Trust but cannot receive proceeds from the sale of the shares.
  - (7) Includes 201,624 shares of Class A common stock and 403,248 shares of Class C capital stock held by the Blachford Mohit Family Trust.
  - (8) Includes 29,049 shares of Class A common stock and 58,098 shares of Class C capital stock held by the Hoag Family Trust U/A dtd 8/2/94 (the Hoag Family Trust ) of which Mr. Hoag is a trustee and 384,337 shares of Class A common stock and 1,885,000 shares of Class C capital stock held by Mariner Investor II, L.P. ( Mariner II ). Mr. Hoag is a Class A Director of Technology Crossover Management VIII, Ltd. ( Management VIII ). Management VIII is the sole general partner of Technology Crossover Management VIII, L.P., which in turn is the sole general partner of TCV VIII, L.P., which in turn is the sole member of Mariner Investor GP II, LLC, which in turn is the sole general partner of Mariner II. Mr. Hoag disclaims beneficial ownership of the shares held by the Hoag Family Trust and Mariner II except to the extent of his pecuniary interest therein.
  - (9) Includes 25,502 shares of Class A common stock and 51,004 shares of Class C capital stock held by the Stephenson Family LLC.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors, officers and beneficial holders of more than 10% of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities.

To our knowledge, all of Zillow Group's applicable directors, officers and beneficial holders of more than 10% of Zillow Group's common stock complied with all of the Section 16(a) reporting requirements applicable to them with respect to transactions during fiscal year 2017.



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**NAMED EXECUTIVE OFFICER COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**Introduction**

This Compensation Discussion and Analysis provides information about the compensation for each of our named executive officers in 2017, including an analysis of the overall objectives of our compensation program and each element of compensation provided.

For 2017, our named executive officers were:

Spencer M. Rascoff, Chief Executive Officer

Kathleen Philips, Chief Financial Officer, Chief Legal Officer, Secretary and Treasurer

Lloyd D. Frink, Vice Chairman and President

Amy C. Bohutinsky, Chief Operating Officer

Greg M. Schwartz, Chief Business Officer

**Compensation Philosophy and Objectives**

We believe our success largely depends on our ability to attract, retain and motivate talented employees to operate our Company in a dynamic and changing market. We compete with many other companies to attract and retain a skilled management team. To meet this challenge, the objectives of our compensation program are to:

attract qualified, experienced executive officers who will enable us to achieve our business objectives;

retain and motivate our executive officers to achieve superior performance;

reward performance; and

align the interests of our executive officers with those of our shareholders by motivating our executive officers to increase shareholder value.

**Company Performance Highlights**

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Significant performance milestones for 2017 include the following:

in January 2017, we acquired Hamptons Real Estate Online (HREO), a Hamptons-focused real estate portal that provides buyers and renters with a specialized search experience and access to the area's most comprehensive for sale, for rent and vacant land listings. HREO was redesigned and relaunched as our seventh consumer brand, Out East, in February 2018;

in March 2017, we launched Premier Agent on StreetEasy in New York City, where approximately 5% of the total U.S. residential real estate market by value is held;

in May 2017, we launched RealEstate.com, a new consumer real estate brand tailored to first-time home buyers. RealEstate.com was the first new brand that we built from scratch since we launched Zillow.com in 2006;

in May 2017, we announced our testing of the Zillow Instant Offers marketplace in two cities. Instant Offers is a way for homeowners to sell their homes quickly by providing them with offers from investors and a comparative market analysis from a local real estate agent, as an estimate for what the home might sell for on the open market;

in June 2017, we implemented paid inclusion advertising for rental listings featured across the NYC Rental Network, which significantly improved the quality of rental listings in New York City;

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in September 2017, we acquired New Home Feed, a streamlined listing management technology that allows residential new construction marketers to input, manage and syndicate their listings across multiple online platforms;

in October 2017, we announced new products to help Premier Agents deepen their connections with clients and build their own personal brands through new technologies in the Premier Agent App, including My Agent, which streamlines agent-client communication and allows agents to appear as a client's only buyer's agent for listings they view on Zillow or Trulia; and

in October 2017, we pledged \$5 million in cash and in-kind contributions over the next five years to address housing insecurity as part of the Company's first social impact program, The Home Project.

## **How We Set Executive Compensation**

Pursuant to delegation from our board of directors, the compensation committee of our board is generally responsible for setting our overall executive compensation strategy and for making determinations relating to executive compensation. This includes establishing and annually reviewing the compensation of our executive officers and overseeing our equity plan to ensure that our total compensation program is reasonable and competitive.

In setting 2017 executive compensation, our compensation committee generally relied on its collective experience and knowledge, its past practices, our overall performance, input from our Chief Executive Officer, Mr. Rascoff, and other considerations it deemed relevant. Mr. Rascoff recommends base salary adjustments and the size of equity awards (other than for himself) to the compensation committee for its consideration and advises the compensation committee regarding our compensation program's ability to attract, retain and motivate executive talent. Mr. Rascoff's recommendations reflect compensation levels that he believes are commensurate with an executive officer's individual qualifications, experience, level of responsibility, knowledge, skills and individual performance, as well as our resources and performance.

Additionally, for 2017 executive compensation, the compensation committee considered the 2016 report provided by Compensia, a compensation consulting firm. In 2016, Compensia recommended a peer group for the purpose of conducting a market analysis of the total compensation of certain executive officers and provided recommendations for the compensation committee's consideration with respect to the salary and equity compensation of certain executive officers. Compensia provided total direct compensation analysis reports for certain executive officers derived from publicly available information and survey data taken from a number of selected peer companies. The peer companies selected were identified among companies operating in the real estate and/or mobile and Internet industries. The data provided included, among other items, 75th, 50th and 25th percentile base salary, long-term incentive levels and target total direct compensation levels for certain executive officers of the peer group. In using the data in 2017, consistent with its use in 2016, the compensation committee did not target the foregoing elements of compensation to any specific percentiles identified in the peer company data but rather used the data as a preliminary comparison point for context and as one factor among many in determining 2017 base salary adjustments and equity awards. In addition to the Compensia 2016 report, the compensation committee considered market information available through Equilar Inc. and Radford and data from the proxy statements of peer companies as reference points for 2017 executive compensation decisions.

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The peer group for which Compensia provided data in 2016 that was reviewed again by the compensation committee in connection with determining our executive officers' 2017 base salary increases and equity award sizes consisted of the following companies:

Angie's List, Inc.	NetSuite Inc.
Bankrate, Inc.	Realty Holdings Corp.
Blue Nile, Inc.	ServiceNow, Inc.
Cornerstone OnDemand, Inc.	Splunk Inc.
CoStar Group, Inc.	Tableau Software, Inc.
Expedia, Inc.	The Ultimate Software Group, Inc.
FireEye, Inc.	TripAdvisor, Inc.
Fortinet, Inc.	Tyler Technologies, Inc.
GrubHub Inc.	Yelp Inc.
IAC/InterActiveCorp	Zynga Inc.
j2 Global, Inc.	

**Consideration of the Say-on-Pay Vote**

We last held a non-binding, advisory vote to approve the compensation of our named executive officers, commonly referred to as the say-on-pay vote, at our 2015 Annual Meeting of Shareholders, as required by Section 14A of the Securities Exchange Act of 1934. Our advisory resolution to approve the compensation of our named executive officers received substantial majority support from shareholders with approximately 99% For votes of votes cast. We take this result as support that our executive compensation program and practices are reasonable and well-aligned with shareholder expectations. Nevertheless, we review our overall approach to executive compensation periodically and we expect that the specific direction, emphasis and components of our executive compensation program will continue to evolve, as will our process for establishing executive compensation. In the future, for example, we may begin to more formally assess our overall executive compensation program against that of comparable companies, including through the broader use of market compensation data. We intend to hold an advisory vote on the compensation of our named executive officers every third year, including this year. We are and will remain committed to being responsive to shareholder feedback, and the results of our say on pay votes, along with other factors deemed relevant, such as available market data, will help inform the compensation committee's discussions about the executive compensation program. Proposal 2 contains information about the say on pay vote being conducted at this year's Annual Meeting.

**Elements of Executive Compensation**

For 2017, our executive compensation program was comprised of base salaries and equity compensation in the form of stock options, restricted stock units, restricted units, and limited cash bonuses. Historically, including for 2017, compensation decisions for our executive officers have been highly individualized and based on a variety of factors. In particular, we have emphasized the use of equity to incentivize our executive officers to focus on our growth and create long-term shareholder value. To date, the compensation committee has not adopted any formal or informal policies for allocating compensation between long-term and short-term compensation or between cash and equity compensation.

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**Base Salaries.** Base salaries provide our executive officers with a fixed amount of consistent compensation and, in conjunction with equity awards, are a significant motivating factor in attracting and retaining our executive officers. We have designed base salaries to be competitive while also seeking to manage our cash resources.

When an executive officer is first hired, base salary is generally initially established through individual negotiations between us and the executive officer, taking into account subjective judgments as to the executive officer's qualifications, experience, job duties and responsibilities, prior salary and internal pay equity comparisons.

The compensation committee annually reviews the base salaries of our executive officers. Adjustments to salaries generally become effective following completion of our annual performance review process in the first quarter. This process generally includes a comprehensive self-performance review by employees as well as a manager and peer review. Adjustments to base salaries also may occur at other times in the year for promotions or performance.

In January 2017, the compensation committee approved adjusted annual base salaries for each of our named executive officers, with adjustments effective as of February 9, 2017. The salary adjustments were primarily based on a subjective evaluation of each executive officer's performance, both historical and anticipated, review of comparative market data, internal pay equity among our executive officers, and the other factors described above. In approving 2017 salary adjustments, the compensation committee also considered the additional demands placed on each of the named executive officers as a result of the Company's continued growth during 2016 and 2017, including growth in the number of employees and portions of the business each officer was responsible for overseeing. Overall, salary increases reflected levels the compensation committee believed were commensurate with the responsibilities and performance of each named executive officer.

With respect to Mr. Rascoff's and Ms. Philips' salary adjustments, the compensation committee considered their long-standing service to us in leadership roles, their responsibilities over the prior year and the desire to incentivize and retain each of them. Mr. Frink has historically received a salary similar to that of other executive officers in light of his operational role for the Company as Vice Chairman and President. Based on such assessments, all of the named executive officers received a 4% adjustment to 2017 base salary. Mr. Schwartz, in light of his essential role to the Company as Chief Business Officer, received an additional 11.5% market adjustment to bring his salary closer to the average of certain other executive officers of the Company.

The table below contains information about the 2017 base salaries of our named executive officers.

<u>Name</u>	<b>February 2017 Base Salary (\$)(1)</b>	<b>Total 2017 Base Salary Increase (\$)(1)</b>	<b>% Increase over 2016 Base Salary(1)</b>
Spencer M. Rascoff	\$ 676,789	\$ 26,030	4.0%
Kathleen Philips	486,720	18,720	4.0%
Lloyd D. Frink	486,720	18,720	4.0%
Amy C. Bohutinsky	486,720	18,720	4.0%
Greg M. Schwartz	485,165	65,109	15.5%

(1) The 2017 base salary increases and percentage amounts were based on the following 2016 base salaries: Mr. Rascoff, \$650,759; Ms. Philips, \$468,000; Mr. Frink, \$468,000; Ms. Bohutinsky, \$468,000 and Mr. Schwartz, \$420,056.

**Incentive Cash Bonuses.** We have not established a formal cash incentive plan for our executive officers or otherwise awarded performance-based cash bonuses, with a limited exception for Mr. Schwartz described below. Instead we have relied primarily on the long-term incentive value of stock-based compensation.

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Since the commencement of Mr. Schwartz's employment in 2007, we have offered him the opportunity to earn cash bonuses based on achievement of certain revenue targets. We believe that this type of compensation for a principal sales executive responsible for business and revenue development is common in the market in which we compete for talent and is reasonable in order to secure and retain Mr. Schwartz's employment. For 2017, Mr. Schwartz's cash bonus opportunities were generally consistent with his 2016 program. We believe Mr. Schwartz's 2017 performance goals financially incentivize him to monetize certain new products and are aligned with his total current compensation. For 2017, Mr. Schwartz had the following bonus opportunities:

*Total Revenue Bonus.* Similar to prior years, Mr. Schwartz was offered a bonus opportunity based on total company generated revenue. For 2017, Mr. Schwartz was eligible to receive a target bonus of \$50,000 payable semi-annually, based on revenue generated during the first half and the second half of 2017 in relation to pre-established revenue objectives. Revenue is calculated under U.S. generally accepted accounting principles. For the first half of 2017, the revenue target was \$493.000 million and for the second half of 2017, the revenue target was \$550.000 million. No amount is paid if the total revenue target is not achieved for a six-month period, provided, however, that if at least 95% of the total revenue target is achieved for a six-month period, the compensation committee may, in its discretion, approve a bonus payment of less than the full amount of the target bonus for such period. For the first half of 2017, revenue was approximately \$512.625 million (104% of target) and Mr. Schwartz earned a bonus of \$50,000 that was paid in August 2017. For the second half of 2017, revenue was approximately \$564.169 million (102.6% of target), and Mr. Schwartz earned a bonus of \$50,000 that was paid in February 2018.

*Additional Total Revenue Bonus.* For 2017, Mr. Schwartz was also eligible to receive a target bonus of \$50,000 payable semi-annually, based on additional revenue generated during the first half and the second half of 2017 in relation to additional pre-established revenue objectives. The additional revenue generated is also calculated under U.S. generally accepted accounting principles. For the first half of 2017, the additional revenue target was \$506.000 million and for the second half of 2017, the additional revenue target was \$573.000 million. No amount of the additional total revenue bonus is paid if the additional total revenue target is not achieved for a six-month period. For the first half of 2017, revenue was approximately \$512.625 million (101.3% of the additional revenue target) and Mr. Schwartz earned a bonus of \$50,000 that was paid in August 2017. For the second half of 2017, revenue was approximately \$564.169 million (98.5% of the additional revenue target), and no bonus was paid for that period.

*Agent Revenue Bonus.* Also similar to prior years, Mr. Schwartz was offered a bonus opportunity based on targeted Premier Agent revenue. Premier Agent revenue includes revenue generated by the sale of advertising under our Premier Agent and Premier Broker programs. For 2017, Mr. Schwartz was eligible to receive a \$50,000 bonus payable semi-annually based on Premier Agent revenue generated during the first half and second half of 2017 in relation to pre-established Premier Agent objectives. Premier Agent revenue is calculated under U.S. generally accepted accounting principles. For the first half of 2017, the Premier Agent revenue target was \$354.000 million and for the second half of 2017, the revenue target was \$398.000 million. No amount is paid with respect to a six-month period if the revenue target is not achieved, provided, however, that if at least 95% of the targeted revenue is achieved for a six-month period, the compensation committee may, in its discretion, approve a bonus payment of less than the full amount of the target bonus for such period. For the first half of 2017, revenue was approximately \$365.026 million (103.1% of target) and Mr. Schwartz earned a bonus of \$50,000 that was paid in August 2017. For the second half of 2017, revenue was approximately \$396.568 million (99.6% of target), and Mr. Schwartz earned a bonus of \$49,820 that was paid in February 2018.

*Additional Premier Agent Revenue Bonus.* For 2017, Mr. Schwartz was also eligible to receive a target bonus of \$50,000 payable semi-annually, based on additional Premier Agent revenue generated during the first half and the second half of 2017 in relation to pre-established additional Premier Agent revenue objectives. The additional Premier Agent revenue generated is also calculated under U.S.

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generally accepted accounting principles. For the first half of 2017, the additional Premier Agent revenue target was \$357.000 million and for the second half of 2017, the additional Premier Agent revenue target was \$408.000 million. No amount of the additional total revenue bonus is paid if the additional total revenue target is not achieved for a six-month period. For the first half of 2017, Premier Agent revenue was approximately \$365.026 million (102.2% of the additional Premier Agent revenue target) and Mr. Schwartz earned a bonus of \$50,000 that was paid in August 2017. For the second half of 2017, Premier Agent revenue was approximately \$396.568 million (97.2% of the additional Premier Agent revenue target), and no bonus was paid for that period.

The aggregate amount payable under the foregoing bonus opportunities to Mr. Schwartz was \$400,000.

From time to time, the compensation committee may award discretionary bonuses to reward superior performance by an executive officer during the year. During 2017, the compensation committee awarded Ms. Bohutinsky a bonus in the amount of \$50,000 in recognition of her superior performance, particularly in assuming an interim role as President of Trulia upon the departure of Paul Levine in addition to maintaining her other current responsibilities.

**Equity-Based Compensation.** Since our inception, equity-based compensation, particularly in the form of stock options, has been an integral component of our compensation program for all our employees in order to retain and recognize their efforts on behalf of the Company. In 2015, the Company amended its 2011 Plan to allow for the use of Class C capital stock for equity awards under the 2011 Plan. Our shareholders approved this amended 2011 Plan at the 2015 Annual Meeting of Shareholders and following that shareholder meeting, all new equity awards have been granted for Class C capital stock rather than Class A common stock.

In March 2016, the Company established an equity choice program pursuant to which all employees, including our named executive officers, may choose whether to receive their equity awards in stock options, restricted stock units or a combination of the two.

Our board of directors and our compensation committee believe that stock options and restricted stock units have played and continue to play a significant role in our ability to attract, motivate and incentivize the executive talent necessary to accomplish our business objectives. We believe that stock options and restricted stock units also provide our employees with a significant long-term interest in our success by rewarding the creation of shareholder value, as the value of stock options and restricted stock units are both positively impacted by appreciation in the price of the Company's stock following their grant.

We do not apply a formula to determine the size of individual stock option grants and other equity awards granted to our named executive officers. Instead, our compensation committee generally determines the size or value of individual grants using its collective business judgment and experience, taking into account, among other factors, the role and responsibility of the individual executive officer, the competitive market for the executive officer's position, the size and value of existing equity awards and a subjective evaluation of individual performance and prior contributions to us. Based upon these factors, the compensation committee sets the size of each equity award at a level it considers appropriate to create a meaningful incentive. No specific weight is given to any one of the foregoing factors, although larger awards are typically granted to executive officers with duties and responsibilities that are more likely to have a larger impact on the creation of long-term shareholder value.

As discussed above, the compensation committee considered compensation data from certain peer companies as a reference point and as one factor among many in connection with the equity grants to our executive officers in 2017. In the future, the compensation committee may continue to consider competitive market data or utilize such data as a tool to determine equity award grant amounts for our executive officers.

Our executive officers generally receive an initial equity award in connection with their commencement of employment. Following each annual performance review, we typically grant additional equity awards to our

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employees, including our named executive officers, in the first quarter of the year. The compensation committee also may grant additional equity awards from time to time to retain executive officers and reward them for promotions or performance and to stay competitive with our peer group.

Stock options granted to our executive officers generally have a ten-year term and vest quarterly over a four-year period, in 16 substantially equal installments in accordance with the Company's pre-determined quarterly vesting schedule, subject to the executive officer's continued employment. We grant stock options with an exercise price equal to the current fair market value of either our Class A common stock or our Class C capital stock, depending on the class of stock that may be purchased under the stock options. The fair market value for such grants is equal to the closing price of the underlying stock on The Nasdaq Global Select Market on the date of grant. Restricted stock units also vest based on continued employment with us, generally quarterly over at least four years, thereby encouraging the retention of our executive officers.

In March 2017, each of the following named executive officers received stock option grants following our annual performance review process for the following number of shares of Class C capital stock, each such grant having a ten-year term and a vesting period of four years: Mr. Rascoff, 477,000 shares; Ms. Philips, Mr. Frink and Ms. Bohutinsky, 163,980 shares; and Mr. Schwartz, 122,985 shares. In March 2017, Mr. Schwartz also received a grant of restricted stock units following our annual performance review process for 13,665 shares of Class C capital stock with a vesting period of four years. The types of equity award granted reflects the named executive officer's election under our equity choice program. The foregoing grant sizes reflected the compensation committee's assessment of grant sizes it felt appropriate to recognize the executive officers' level of responsibilities and contributions during the past year and to retain and incentivize them for the future. Additional information about the grants to the named executive officers is contained below in the 2017 Grants of Plan-Based Awards Table.

**Other Benefits.** Our named executive officers receive health and welfare benefits under the same broad-based benefit plans as our other salaried employees. These benefits include medical, dental and vision benefits, short-term and long-term disability insurance, accidental death and dismemberment insurance, basic life insurance, and eligibility to participate in our 401(k) Plan. We generally do not provide perquisites to our executive officers, except in situations where we believe it is appropriate to assist an individual in the performance of his or her duties, to make our executive officers more efficient, effective and available for Company business, for recruitment or retention purposes, or to be consistent with benefits provided to other full-time employees. During 2017, certain of our named executive officers received parking, the aggregate value of which was less than \$10,000 for each named executive officer. Additionally, the Company pays certain travel expenses incurred by Mr. Rascoff for travel between his California residence and our Seattle, Washington headquarters and other business and office locations, including fees for commercial flights or fees for aircraft operated by private charter and related ground transit and lodging expenses. In 2017, the Company reimbursed Mr. Rascoff for costs associated with certain personal home security services, including installation of a home security system and monitoring. We provided this protection because we believe that the personal safety and security of Mr. Rascoff is of utmost importance to the Company and its shareholders and based on the recommendations of a security consultant retained by the Company.

***Employment Agreements******Mr. Rascoff and Ms. Philips***

We entered into employment agreements, effective as of July 25, 2011, with Mr. Rascoff and Ms. Philips to assist in the retention of their services and to help them maintain their focus and dedication to their responsibilities to maximize shareholder value in the event of a transaction that could result in a change of control of our Company. Each employment agreement provides that employment with us is at will.



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The employment agreements provide the following severance payments and benefits if the executive officer's employment is terminated by us without cause (as defined in the employment agreement) or if he or she resigns for good reason (as defined in the employment agreement), including such a termination in connection with or within 18 months after a change of control (as defined in the employment agreement):

severance pay equal to six months of salary, generally payable in the form of salary continuation following the date of termination;

COBRA continuation coverage for up to six months following termination (or until such earlier time as the executive officer becomes covered by the medical plan of another employer);

12 months accelerated vesting of unvested stock options and any other outstanding equity awards that vest based on continued service, except that, in the event of a qualifying termination in connection with or within 18 months after a change of control, 50% of the unvested portions of such outstanding equity awards will accelerate in vesting;

an extension of time to exercise outstanding stock options until the earlier of (a) one year following termination and (b) the expiration of the term of the options; and

earned but unpaid salary and accrued vacation pay otherwise payable under our standard policy.

As a condition to receiving any severance payments or benefits under the employment agreements, Mr. Rascoff and Ms. Philips must execute (and not revoke) a general release and waiver of all claims against us in a form satisfactory to us. The executive officers must also continue to comply with the applicable terms of their confidentiality and noncompetition agreements. The employment agreements and employment terminate automatically upon death or total disability of the executive officer.

We do not provide any tax gross-ups to cover personal income taxes that may apply to any severance or change-of-control benefits under the employment agreements. If any payments or benefits payable under the employment agreements will be subject to an excise tax under Section 4999 of the Code, we will pay to the executive officer either (a) the full amount of such payments or benefits or (b) the full amount reduced by the minimum amount necessary to prevent any portion from being an excess parachute payment within the meaning of Code Section 280G, whichever results, on an after-tax basis, in the greater amount payable to the executive officer.

We do not currently have employment or severance agreements with any of the other named executive officers.

**Recovery Policy; Risk Assessment of Compensation Programs**

We do not have a formal compensation recovery policy, but the compensation committee reserves the discretion on an individual basis to require that certain compensation payable to our executive officers be subject to recoupment in the event of misconduct. For example, Mr. Schwartz's bonuses described above are subject to recoupment in the event that revenue on which a bonus is calculated is determined to have been overstated as a result of his misconduct. We are also subject to the clawback provisions for the Chief Executive Officer and Chief Financial Officer under the Sarbanes-Oxley Act of 2002, which provide that those executives must reimburse the Company for any bonus or other incentive-based or equity-based compensation received during the 12-month period following the preparation of an accounting restatement, as a result of misconduct. The board of directors or the compensation committee will adopt a formal clawback policy no later than when the final rules relating to such policies become effective pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act and require such a policy to be in effect. The compensation committee will continue to impose clawback provisions in individual arrangements as it determines appropriate.

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The compensation committee does not believe that our incentive compensation programs described above contain incentives for our named executive officers or other employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company, particularly in light of the compensation committee's historical emphasis on equity vehicles, such as stock options and restricted stock units, which it believes reward sustained long-term performance that is aligned with our shareholders' interests.

### **Stock Ownership Guidelines**

All of our executive officers hold either shares and/or stock-based equity awards, which we believe help align their interests with those of our shareholders. As a result, at this time, our board of directors has not adopted stock ownership guidelines for the named executive officers, although it may consider doing so in the future. We have established an insider trading compliance policy that prohibits, among other actions, short sales and strongly discourages and requires preapproval of, among other actions, hedging of stock ownership positions.

### **Tax Treatment of Compensation**

Section 162(m) of the Code generally disallows a tax deduction to a public corporation for annual compensation in excess of \$1 million paid to its principal executive officer and certain other executive officers. For 2017 and prior years, compensation that qualifies as performance-based is excluded for purposes of calculating the amount of compensation subject to the \$1 million limit. For taxable years beginning after December 31, 2017, the exception from Section 162(m)'s deduction limit for performance-based compensation has been repealed, unless the compensation qualifies for transition relief available for certain written arrangements in effect as of November 2, 2017 and not materially modified thereafter.

Stock options granted to our executive officers are intended to qualify for the performance-based exemption. Due to uncertainties surrounding the application of Section 162(m) of the Code, including under the transition relief, no assurance can be given that such compensation will in fact so qualify.

The compensation committee has not adopted a policy that all compensation must be tax-deductible and qualified under Code Section 162(m). In order to maintain the ongoing flexibility of our compensation programs, the compensation committee has the discretion to and may approve incentive and other compensation that exceeds the \$1 million limit, including as a result of the repeal of the performance-based compensation exception under Section 162(m).

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**COMPENSATION COMMITTEE REPORT**

The compensation committee of our board of directors has reviewed and discussed the Compensation Discussion and Analysis with management, and, based on such review and discussions, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Members of the compensation committee:

Jay C. Hoag (Chairman)

Erik Blachford

April Underwood

**Table of Contents****2017 COMPENSATION TABLES****2017 Summary Compensation Table**

The following table provides information regarding the compensation our named executive officers earned for 2017 and, where applicable, 2016 and 2015. Positions listed below are those currently held by the named executive officers at Zillow Group.

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)(1)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)(2)</b>	<b>Option Awards (\$)(3)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>All Other Compensation (\$)(4)</b>	<b>Total (\$)</b>
Spencer M. Rascoff <i>Chief Executive Officer</i>	2017	717,286			6,749,407		422,486(5)	7,889,179
	2016	648,673			2,627,520		243,233	3,519,426
	2015	655,000			16,222,260		3,975	16,881,235
Kathleen Philips <i>Chief Financial Officer, Chief Legal Officer, Secretary and Treasurer</i>	2017	484,380			2,320,268		10,800	2,815,448
	2016	466,500	40,000		262,752		10,600	779,852
	2015	431,506		299,917	7,293,470		3,975	8,028,868
Lloyd D. Frink <i>Vice Chairman and President</i>	2017	484,380			2,320,268		18,085	2,822,733
	2016	465,458			2,627,520		10,600	3,103,578
Amy C. Bohutinsky <i>Chief Operating Officer</i>	2017	484,380	50,000(6)		2,320,268		17,835	2,872,483
Greg M. Schwartz <i>Chief Business Officer</i>	2017	477,026		480,461	1,740,201	299,820(7)	11,300	3,008,808
	2016	418,710			262,752	250,000	10,600	942,062
	2015	441,934			7,945,880	200,596	3,975	8,592,385

- (1) Amounts reflect 2017 base salary adjustments for the named executive officers that became effective February 9, 2017.
- (2) Amounts reflect aggregate grant date fair value of restricted stock units, computed in accordance with FASB ASC Topic 718. The valuations of the restricted stock units are based on the closing market price of our Class C capital stock or Class A common stock, as applicable, on the grant date.
- (3) Amounts reflect aggregate grant date fair value of the option awards granted, computed, as of the grant date, in accordance with FASB ASC Topic 718. Assumptions used to calculate these amounts are described in Note 14, Share-Based Awards, to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.
- (4) Amounts include matching contributions of \$10,800 made by the Company under the Zillow Group 401(k) plan for each of the named executive officers. Additional amounts include paid parking for each of Mr. Frink and Ms. Bohutinsky and a tenure gift card for each of Messrs. Rascoff, Frink and Schwartz (pursuant to a tenure recognition program available to all full-time employees).
- (5) In addition to the amounts identified in Note 4, amount includes (i) one-time home security installation, equipment and monitoring costs of \$34,113 and (ii) travel expenses of \$377,323 in connection with travel by Mr. Rascoff between his California residence and our Seattle, Washington headquarters and other business locations. Travel expenses include air travel costs of \$358,557; car travel costs of \$13,542; and lodging costs of \$5,224. Amounts are based on actual costs incurred, except that for chartered air travel by Mr. Rascoff, the aggregate incremental cost is based on the cost of the particular flights. This amount includes the applicable hourly rate for the aircraft and certain variable costs, including fuel costs and airport fees and taxes. The amount excludes certain fixed costs under our charter arrangement, such as the monthly

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management fee, since the charter arrangement is intended primarily for business travel. In the event Mr. Rascoff traveled to or from his residence and a business location other than our headquarters, aggregate incremental cost is based on the flight time and costs incurred in excess of those that would have been incurred had the flight originated or ended in Seattle, Washington, as applicable. Infrequently, family members or other guests may accompany Mr. Rascoff on a business trip, which results in no aggregate incremental cost to the Company. Mr. Rascoff recognized imputed income on certain of the foregoing benefits, calculated in accordance with applicable Internal Revenue Service rules. No tax gross-up was paid on this amount.

- (6) Amount reflects a bonus paid for 2017 performance.
- (7) Reflects amounts earned by Mr. Schwartz for performance as described in the section entitled **Named Executive Officer Compensation Compensation Discussion and Analysis Elements of Executive Compensation Incentive Cash Bonuses**, including amounts that were paid in February of 2018 for performance in 2017.

**2017 Grants of Plan-Based Awards Table**

The following table provides information regarding plan-based awards granted to our named executive officers during 2017.

<u>Name</u>	<u>Grant Date</u>	<u>Estimated Future Payouts Under Non-Equity Incentive Plan Awards</u>			<u>Title of Security</u>	<u>All Other</u>	<u>All Other</u>	<u>Exercise or Base Price of Option Awards (\$/Sh)</u>	<u>Grant Date Fair Value of Stock and Option Awards (\$)(1)</u>
		<u>Threshold (\$)</u>	<u>Target (\$)</u>	<u>Maximum (\$)</u>		<u>Awards: Number of Shares of Stock or Units (#)</u>	<u>Awards: Number of Securities Underlying Options (#)</u>		
Spencer M. Rascoff	03/07/2017				Class C Capital		477,000(2)	35.16	6,749,407
Kathleen Philips	03/07/2017				Class C Capital		163,980(2)	35.16	2,320,268
Lloyd D. Frink	03/07/2017				Class C Capital		163,980(2)	35.16	2,320,268
Amy C. Bohutinsky	03/07/2017				Class C Capital		163,980(2)	35.16	2,320,268
Greg M. Schwartz	03/07/2017				Class C Capital		122,985(2)	35.16	1,740,201
	03/07/2017	(4)	400,000(4)	400,000(4)	Class C Capital	13,665(3)			480,461

- (1) Amounts reflect aggregate grant date fair value of the stock option awards and restricted stock units granted during 2017, computed in accordance with FASB ASC Topic 718. Assumptions used to calculate these amounts are described in Note 14, **Share-Based Awards**, to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2017. For the restricted stock units granted to Mr. Schwartz, this value is based on the closing market price of our Class C capital stock on the grant date.
- (2) The stock option award vests over four years, with 1/16th of the total number of shares subject to the option vesting on May 17, 2017 and an additional 1/16th vesting approximately each three months thereafter until the option is fully vested. Vesting is subject to continued service.
- (3) Represents restricted stock units that vest over four years, with 1/16th of the total number of shares subject to the restricted stock units vesting on May 17, 2017 and an additional 1/16th vesting approximately each three months thereafter until the restricted stock units are fully vested. Vesting is subject to continued service.
- (4) Mr. Schwartz was eligible to receive semi-annual bonuses based on achievement of target revenue goals during 2017. No threshold amount applies because each revenue goal generally must achieve at least target for a payout (with certain payouts permitted at 95% of target, in the compensation committee's discretion). Payouts are capped at the aggregate target amount of \$400,000. The actual amount paid to Mr. Schwartz for 2017 performance is set forth in the 2017 Summary Compensation Table above. Additional information about Mr. Schwartz's incentive bonus arrangement is provided in the section entitled **Named Executive Officer Compensation Compensation Discussion and Analysis Elements of Executive Compensation Incentive Cash Bonuses**.

**Table of Contents****2017 Outstanding Equity Awards at Fiscal Year-End Table**

The following table provides certain information regarding outstanding equity awards held by each of our named executive officers at December 31, 2017.

Name	Grant Date	Title of Security	Number of Securities Underlying Unexercised Options	Option Awards			Stock Awards		
				Exercisable (#)	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value or Units of Stock That Have Not Vested (\$)
Spencer M. Rascoff	03/07/2017	Class C Capital	89,437	387,563(1)	35.16	03/07/2027			
	03/28/2016	Class C Capital	131,250	168,750(2)	22.41	03/28/2026			
	01/07/2015	Class C Capital	181,250	418,750(3)	35.48	01/07/2025			
	01/07/2015	Class A Common	90,625	209,375(3)	30.75	01/07/2025			
	01/24/2013	Class C Capital	604,166	395,834(4)	12.68	01/24/2023			
	01/24/2013	Class A Common	233,862	197,917(4)	10.99	01/24/2023			
	12/26/2012	Class C Capital	641,036		10.04	12/26/2019			
	12/26/2012	Class A Common	10,417		8.70	12/26/2019			
	Kathleen Philips	03/07/2017	Class C Capital	30,746	133,234(1)	35.16	03/07/2027		
		03/28/2016	Class C Capital	13,125	16,875(2)	22.41	03/28/2026		
08/18/2015		Class C Capital	71,874	78,126(5)	26.06	08/18/2022			
08/18/2015		Class C Capital	87,499	62,501(6)	26.06	08/18/2022			
01/07/2015		Class C Capital	30,208	69,792(3)	35.48	01/07/2025			
01/07/2015		Class A Common	15,104	34,896(3)	30.75	01/07/2025			
01/07/2015		Class C Capital	43,750	16,250(7)	35.48	01/07/2022			
01/07/2015		Class A Common	21,875	8,125(7)	30.75	01/07/2022			
04/09/2014		Class C Capital	55,000	5,000(8)	33.07	04/09/2021			
04/09/2014		Class A Common	27,500	2,500(8)	28.66	04/09/2021			
01/02/2014		Class C Capital	53,250	2,316(9)	28.62	01/02/2021			
01/02/2014		Class A Common	26,625	1,158(9)	24.81	01/02/2021			
01/24/2013		Class C Capital	81,000		12.68	01/24/2020			
01/24/2013	Class A Common	40,500		10.99	01/24/2020				
Lloyd D. Frink	03/07/2017	Class C Capital	30,746	133,234(1)	35.16	03/07/2027			
	03/28/2016	Class C Capital	131,250	168,750(2)	22.41	03/28/2026			
	01/07/2015	Class C Capital	30,208	69,792(3)	35.48	01/07/2025			
	01/07/2015	Class A Common	15,104	34,896(3)	30.75	01/07/2025			
	01/07/2015	Class A Common	63,802	23,698(7)	35.48	01/07/2022			

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		Class C Capital				
	01/07/2015	Class A Common	31,901	11,849(7)	30.75	01/07/2022
	01/02/2014	Class C Capital	67,082	2,918(9)	28.62	01/02/2021
	01/02/2014	Class A Common	33,541	1,459(9)	24.81	01/02/2021
Amy C. Bohutinsky	03/07/2017	Class C Capital	30,746	133,234(1)	35.16	03/07/2027
	03/28/2016	Class C Capital	13,125	16,875(2)	22.41	03/28/2026
	08/18/2015	Class C Capital	71,874	78,126(5)	26.06	08/18/2022
	08/18/2015	Class C Capital	87,499	62,501(6)	26.06	08/18/2022
	01/07/2015	Class C Capital	30,208	69,792(3)	35.48	01/07/2025
	01/07/2015	Class A Common	15,104	34,896(3)	30.75	01/07/2025
	01/07/2015	Class C Capital	43,750	16,250(7)	35.48	01/07/2022
	01/07/2015	Class A Common	21,875	8,125(7)	30.75	01/07/2022
	01/02/2014	Class C Capital	53,250	2,316(9)	28.62	01/02/2021
	01/02/2014	Class A Common	26,625	1,158(9)	24.81	01/02/2021

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Name	Grant Date	Title of Security	Option Awards				Stock Awards	
			Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Greg M. Schwartz	03/07/2017	Class C Capital	23,059	99,926(1)	35.16	03/07/2027	11,103(10)	454,335(11)
	03/28/2016	Class C Capital	13,125	16,875(2)	22.41	03/28/2026		
	08/18/2015	Class C Capital	71,874	78,126(5)	26.06	08/18/2022		
	08/18/2015	Class C Capital	87,499	62,501(6)	26.06	08/18/2022		
	01/07/2015	Class C Capital	30,208	69,792(3)	35.48	01/07/2025		
	01/07/2015	Class A Common	15,104	34,896(3)	30.75	01/07/2025		
	01/07/2015	Class C Capital	63,802	23,698(7)	35.48	01/07/2022		
	01/07/2015	Class A Common	31,901	11,849(7)	30.75	01/07/2022		
	08/18/2014	Class C Capital	33,332	6,668(12)	48.25	08/18/2021		
	08/18/2014	Class A Common	16,666	3,334(12)	41.82	08/18/2021		
	01/02/2014	Class C Capital	72,416	3,150(9)	28.62	01/02/2021		
	01/02/2014	Class A Common	36,208	1,575(9)	24.81	01/02/2021		
	01/24/2013	Class C Capital	39,000		12.68	01/24/2020		
	01/24/2013	Class A Common	43,000		10.99	01/24/2020		
	02/02/2012	Class C Capital	36,000		10.63	02/02/2019		
	02/02/2012	Class A Common	18,000		9.21	02/02/2019		
	03/01/2011	Class A Common	25,754		1.18	03/01/2018		

- (1) The stock option award vests over four years, with 1/16th of the total number of shares subject to the option vesting on May 17, 2017 and an additional 1/16th vesting approximately each three months thereafter until the option is fully vested. Vesting is subject to continued service.
- (2) The stock option award vests over four years, with 1/16th of the total number of shares subject to the option vesting on May 18, 2016 and an additional 1/16th vesting approximately each three months thereafter until the option is fully vested. Vesting is subject to continued service.
- (3) The stock option award vests over seven years, with 1/16th of the total number of shares subject to the option vesting on January 1, 2016 and an additional 1/192 vesting each month thereafter over the next 3 years. An additional 1/16th vests on January 1, 2017 and an additional 1/192 becomes vested each month thereafter over the next 3 years. An additional 1/16th vests on January 1, 2018 and an additional 1/192 becomes vested each month thereafter over the next 3 years. An additional 1/16th vests on January 1, 2019 and an additional 1/192 becomes vested each month thereafter over the next 3 years until the option is fully vested. Vesting is subject to continued service.
- (4) The stock option award vests over seven years, with 1/8th of the total number of shares subject to the option vesting on January 24, 2016, and an additional 1/96th vesting each month thereafter over the next three years. An additional 1/8th vests on January 24, 2017, with an additional 1/96th vesting each month thereafter over the next three years until the option is fully vested. Vesting is subject to continued service.
- (5) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on January 1, 2017, the first anniversary of the vesting commencement date, and the remainder vesting monthly in equal installments over the following 36 months, subject to continued service.



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- (6) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on August 3, 2016, the first anniversary of the vesting commencement date, and the remainder vesting monthly in equal installments over the following 36 months, subject to continued service.
- (7) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on January 1, 2015, the first anniversary of the vesting commencement date, and the remainder vesting monthly in equal installments over the following 36 months, subject to continued service.
- (8) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on April 9, 2015, the first anniversary of the grant date and the remainder vesting in equal monthly installments over the following 36 months, subject to continued service.

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- (9) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on February 1, 2015, the first anniversary of the vesting commencement date, and the remainder vesting monthly in equal installments over the following 36 months, subject to continued service.
- (10) The restricted stock units vest over four years, with 1/16th of the total number of shares subject to the restricted stock units vesting on May 17, 2017, and an additional 1/16th vesting approximately each three months thereafter until the restricted stock units are fully vested, subject to continued service.
- (11) Based on the closing price of Class C capital stock or Class A common stock, as applicable, on December 29, 2017, which was \$40.92 and \$40.74, respectively.
- (12) The stock option award vests over four years, with 25% of the total number of shares subject to the option vesting on August 1, 2015, the first anniversary of the vesting commencement date, and the remainder vesting monthly in equal installments over the following 36 months, subject to continued service.

**2017 Option Exercises and Stock Vested Table**

The following table provides information, on an aggregate basis, about stock options exercised and restricted stock units vested by the named executive officers during the fiscal year ended December 31, 2017.

<b>Name</b>	<b>Option Awards</b>		<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Exercise (#)</b>	<b>Value Realized on Exercise (\$)(1)</b>	<b>Number of Shares Acquired on Vesting (#)</b>	<b>Value Realized on Vesting (\$)(2)</b>
Spencer M. Rascoff				
Class C Capital	437,406	17,149,748		
Class A Common	596,625	24,393,595		
Kathleen Philips				
Class C Capital	18,802	805,023		
Class A Common	9,401	401,844		
Lloyd D. Frink				
Class C Capital				
Class A Common				
Amy C. Bohutinsky				
Class C Capital	123,110	5,470,582		
Class A Common	61,555	2,788,264		
Greg M. Schwartz				
Class C Capital	164,650	6,117,089	2,562	103,975
Class A Common	22,500	959,605		

- (1) Based on the difference between the fair market value of Class C capital stock or Class A common stock, as applicable, at the time of exercise and the applicable exercise price of the stock option.
- (2) Based on the closing price of Class C capital stock on the applicable vesting dates.

**Potential Payments upon Termination or Change of Control**

Our 2011 Plan entitles the named executive officers to accelerated vesting of equity awards in the event of certain changes of control, such as those in which awards are not converted, assumed, substituted for or replaced by a surviving or successor company. Our employment agreements with our Chief Executive Officer, Mr. Rascoff, and our Chief Financial Officer, Ms. Philips, provide for certain severance payments or benefits in the event of a termination of the executive officer's employment with the Company under specified circumstances. These arrangements are described below.



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**2011 Plan.** Our 2011 Plan provides that in the event of a change of control that qualifies as a company transaction (each as defined below), outstanding stock options and other equity awards that vest based on continued employment or service will only become fully vested and immediately exercisable to the extent they are not converted, assumed, substituted for or replaced by the surviving or successor company (including a parent company thereof). In the event of a change of control that is not a company transaction, all equity awards granted under the 2011 Plan will become fully vested and immediately exercisable. The 2011 Plan generally defines change of control as the occurrence of any of the following events:

an acquisition by a person or entity of beneficial ownership of more than 50% of the combined voting power of our outstanding voting securities (generally excluding any acquisition directly from Zillow Group, any acquisition by Zillow Group, any acquisition by an employee benefit plan of Zillow Group or a related company, any acquisition by holders of our Class B common stock as of July 19, 2011, provided such holder then beneficially owns no less than 25% of our outstanding voting securities, or an acquisition pursuant to certain related party transactions);

a change in the composition of the board of directors during any two-year period such that the individuals who, as of the beginning of such two-year period, constitute the board (the Incumbent Board) cease for any reason to constitute at least a majority of the board (excluding directors whose election, or nomination for election, was approved by a majority of the Incumbent Board); or

the consummation of a company transaction, which is generally defined as a merger or consolidation, a statutory share exchange or a sale, lease, exchange or other transfer in one transaction or a series of related transactions of all or substantially all of our assets, unless (a) after such transaction the beneficial owners of outstanding voting securities immediately prior to the transaction retain at least 50% of the combined voting power of such securities of the company resulting from the transaction, (b) no entity beneficially owns more than 50% of the combined voting power of the company resulting from such transaction, and (c) the individuals who were members of the Incumbent Board will immediately after the consummation of such transaction constitute at least a majority of the members of the board of directors of the company resulting from such transaction.

**Employment Agreements.** We have entered into an employment agreement, effective as of July 25, 2011, with each of Mr. Rascoff and Ms. Philips. The employment agreements provide for severance payments and benefits if the executive officer's employment is terminated by us without cause or if he or she resigns for good reason, including such a termination in connection with or within 18 months after a change of control. As a condition to receiving any severance payments or benefits under the employment agreements, the executive officers must execute (and not revoke) a general release and waiver of all claims against us in a form satisfactory to us. They must also continue to comply with the applicable terms of their applicable confidentiality and noncompetition agreements.

A description of the severance payments and benefits under the employment agreements is described above in the section entitled Named Executive Officer Compensation Compensation Discussion and Analysis Elements of Executive Compensation Employment Agreements.

For purposes of the employment agreements, change of control has the meaning set forth above for the 2011 Plan. Cause generally means one or more of the following by the executive officers:

willful misconduct, insubordination or dishonesty in the performance of duties or a knowing and material violation of our or a successor employer's policies and procedures that results in a material adverse effect on us or a successor employer (which includes a parent thereof);

continued failure to satisfactorily perform duties after receipt of written notice from us;

willful actions in bad faith or intentional failures to act in good faith that materially impair our or a successor employer's business, goodwill or reputation;



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conviction of a felony or misdemeanor, conduct that we reasonably believe violates any statute, rule or regulation governing us, or conduct that we reasonably believe constitutes unethical practices, dishonesty or disloyalty and that results in a material adverse effect on us or a successor employer;

current use of illegal substances; or

any material violation of the employment agreement or our Confidential Information, Inventions, Nonsolicitation and Noncompetition Agreement (or similar agreement to which the executive officer is a party).

The employment agreements generally define "good reason" as one or more of the following conditions without the executive officer's express, written consent, provided that the executive officer provides timely notice of such condition to us and we have the opportunity to cure such condition prior to the executive officer's termination of employment:

a material reduction in authority, duties or responsibilities;

a material reduction in annual salary or bonus opportunity (except for a reduction in connection with a general reduction in annual salary for all executive officers by an average percentage that is not less than the percentage reduction of the executive officer's annual salary);

a material breach of the employment agreement by us or a successor employer; or

relocation or travel more than 50 miles from the executive officer's then current place of employment in order to continue to perform the duties and responsibilities of position (not including customary travel as may be required by the nature of the position).

**Table of Contents****Potential Payments Upon Termination or Change of Control Table**

The following table shows the estimated value of benefits upon termination of employment or a change of control that would have accrued to the named executive officers if (i) their employment was terminated without cause or they terminated employment for good reason, (ii) we completed a change of control or a company transaction, as applicable, in which outstanding equity awards were not assumed or substituted by the surviving or successor company (or a parent company thereof), or (iii) their employment was terminated without cause or by the named executive officers for good reason in connection with or following a change of control in which stock options were assumed or substituted. The amounts in the table assume that the termination of employment, change of control, or company transaction was effective as of December 31, 2017. The amounts are estimates of the incremental amounts that would have accrued as of December 31, 2017 in the foregoing circumstances. The actual amounts can only be determined at the time of an actual termination of employment, change of control, or company transaction.

<b>Name</b>	<b>Benefit</b>	<b>Termination Without Cause or for Good Reason (\$)</b>	<b>Full Acceleration of Equity Awards in a Change of Control/No Assumption or Substitution in a Company Transaction (\$)</b>	<b>Termination Without Cause or for Good Reason in Connection with a Change of Control or Company Transaction (\$)</b>
Spencer M. Rascoff	Cash Severance(1)	338,395		338,395
	Stock Option Acceleration(2)	14,384,905(3)	26,788,967	13,394,483(4)
	COBRA Benefit(5)	10,217		10,217
	<b>Total</b>	<b>14,733,517</b>	<b>26,788,967</b>	<b>13,743,095</b>
Kathleen Philips	Cash Severance(1)	243,360		243,360
	Stock Option Acceleration(2)	2,017,667(3)	4,183,523	2,091,761(4)
	COBRA Benefit(5)	10,217		10,217
	<b>Total</b>	<b>2,271,244</b>	<b>4,183,523</b>	<b>2,345,338</b>
Lloyd D. Frink	Cash Severance			
	Stock Option Acceleration(2)		4,925,463	
	COBRA Benefit			
	<b>Total</b>		<b>4,925,463</b>	
Amy C. Bohutinsky	Cash Severance			
	Stock Option Acceleration(2)		4,114,073	
	COBRA Benefit			
	<b>Total</b>		<b>4,114,073</b>	
Greg M. Schwartz	Cash Severance			
	Stock Option Acceleration(2)		3,964,345	
	RSU Acceleration(2)		454,335	
	COBRA Benefit			
	<b>Total</b>		<b>4,418,680</b>	

(1) Amount reflects cash severance of six months salary based on the executive officer's base salary as of December 31, 2017.

(2) Calculated by multiplying the number of Class A common option shares subject to acceleration by \$40.74 and the number of Class C capital option shares subject to acceleration by \$40.92 (the closing prices of our Class A common stock and Class C capital stock as of December 29, 2017, the last trading day of 2017) less, for options, the applicable per share option exercise prices.

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- (3) Amount reflects the value of 12 months accelerated vesting of unvested stock options.
- (4) Amount reflects the value of accelerated vesting of 50% of unvested stock options.
- (5) Amount reflects the estimated cost of COBRA or benefits continuation coverage, as applicable, for six months.



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**2017 PAY RATIO**

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, we are required to disclose the median of the annual total compensation of our employees (other than our Chief Executive Officer), the annual total compensation of our Chief Executive Officer (our CEO), and the ratio of these two amounts.

We determined that, as of December 31, 2017, our employee population consisted of 3,172 individuals, which included all full-time and part-time employees located in the United States and Canada, excluding the CEO. We determined the median employee from this employee population based on a comparison of (i) total cash compensation as reflected in our payroll records and as reported to the Internal Revenue Service on Form W-2 for 2017 and the Canada Revenue Agency on Form T4 for 2017, as applicable, (ii) aggregate grant date fair value of option awards and restricted stock units granted in 2017, computed in accordance with FASB ASC Topic 718, and (iii) matching Company contributions under the Zillow Group 401(k) Plan for U.S. employees and under the Registered Retirement Savings Plan for Canadian employees. Cash amounts for Canadian employees were converted from Canadian to U.S. dollars using an exchange rate of .79497 Canadian dollar for each U.S. dollar payable. We did not annualize compensation of employees who were hired during 2017 or make any cost-of-living adjustments in identifying the median employee.

For 2017, the annual total compensation of our median employee, calculated in accordance with the requirements of the Summary Compensation Table, was \$121,790; and the annual total compensation of our CEO, as reported in the Summary Compensation Table appearing on page 36, was \$7,889,179. Based on this information, for 2017, the estimated ratio of the annual total compensation of our CEO to the median of the annual total compensation of all other employees was 65 to 1.

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**CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS**

We describe below transactions and series of similar transactions to which we were a party during our last fiscal year or which are currently proposed, and in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, executive officers or beneficial owners of more than 5% of any class of our voting securities, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

**Indemnification of Officers and Directors**

We entered into indemnification agreements with each of our directors and certain of our executive officers which provide, among other things, that we will indemnify such director or officer, under the circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings to which he or she is or may be made a party by reason of his or her position as a director, officer or other agent of Zillow Group, and otherwise to the fullest extent permitted under Washington law and our Bylaws.

Other than as described above in this section, since the beginning of our last fiscal year, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest.

**Policies and Procedures for the Review and Approval or Ratification of Transactions with Related Persons**

Our board of directors has adopted a written policy that sets forth the policies and procedures for the review and approval or ratification of related person transactions. Under the policy, all of our directors and executive officers and all of our beneficial owners of more than 5% of our Class A common stock, Class B common stock or other voting securities are expected to disclose to our general counsel the material facts of any transaction that could potentially be considered a related person transaction promptly on gaining knowledge that the transaction may occur or has occurred. The audit committee is authorized to administer the policy, and may amend, modify, and interpret the policy. A related person transaction generally is defined under the policy as any transaction required to be disclosed under the SEC's related person transaction disclosure requirement of Item 404(a) of Regulation S-K.

Any potential related person transaction reported to or otherwise made known to the general counsel will be reviewed under the policy according to the following procedures:

If the general counsel determines that disclosure of the transaction in our annual proxy statement or annual report on Form 10-K is not required under the SEC's related person transaction disclosure requirement, the transaction will be deemed approved and will be reported to the audit committee at its next scheduled meeting.

If disclosure of the transaction in our annual proxy statement or annual report on Form 10-K is required under the SEC's related person transaction disclosure requirement, the general counsel will submit the transaction to the chairperson of the audit committee, who will review and, if authorized, will determine whether to approve or ratify the transaction. The chairperson is authorized to approve or ratify any related person transaction involving an aggregate amount of less than \$250,000 or when it would not be

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practicable in the judgment of the chairperson and general counsel to wait for the next audit committee meeting to review the transaction. The chairperson is not authorized to review a related person transaction in which the chairperson is involved.

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If the transaction is outside the chairperson's authority, the chairperson will submit the transaction to the audit committee for review and approval or ratification at its next regularly scheduled meeting or, if deemed necessary by the general counsel or the chairperson, as applicable, at a special meeting of the audit committee called for this purpose or in a written consent submitted to the committee in accordance with Zillow Group's Amended and Restated Bylaws.

If the transaction to be reviewed and acted upon by the audit committee involves a member of the audit committee (including the chairperson), the involved member shall recuse himself or herself from deliberations related to the transaction and the other members of the audit committee shall take appropriate action.

When determining whether to approve or ratify a related person transaction, the chairperson of the audit committee or the audit committee, as applicable, will review relevant facts regarding the related person transaction, including:

the extent of the related person's interest in the transaction;

whether the terms are comparable to those generally available in arm's-length transactions; and

whether the related person transaction is consistent with the best interests of the company.

If any related person transaction is ongoing or is part of a series of transactions, the chairperson or the audit committee, as applicable, may establish guidelines as necessary to appropriately review the ongoing transaction. After initial approval or ratification of the transaction, the chairperson or the audit committee, as applicable, will review the transaction on a regular basis (at least annually).

If any related person transaction is not approved or ratified, the audit committee may take such action as it may deem necessary or desirable in the best interests of the company.

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**ADDITIONAL INFORMATION**

**Code of Conduct and Code of Ethics**

Our board of directors has adopted a Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, principal accounting officer, and controller and persons performing similar functions and a Code of Conduct that applies to all of our directors, officers, and employees. A copy of each is available on the Investor Relations section of our website at <http://investors.zillowgroup.com/corporate-governance.cfm>. Substantive amendments to and waivers from either, if any, will be disclosed on the Investor Relations section of our website.

**List of Shareholders of Record**

In accordance with Washington law, a list of the names of our shareholders of record entitled to vote at the Annual Meeting will be available for 10 days prior to the Annual Meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m. (Pacific Time) at our principal executive offices at 1301 Second Avenue, Floor 31, Seattle, Washington 98101. If you would like to view the shareholder list, please contact our Investor Relations Department at (866) 504-0030. This list will also be available at the Annual Meeting.

**Submission of Shareholder Proposals for Inclusion in Next Year's Proxy Statement or Presentation at Next Year's Annual Meeting**

To be considered for inclusion in next year's proxy statement and form of proxy, shareholder proposals for the 2018 Annual Meeting of Shareholders must be received at our principal executive offices no later than the close of business on December 12, 2018. As prescribed by current Rule 14a-8(b) under the Exchange Act, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of our outstanding shares for at least one year by the date of submitting the proposal, and the shareholder must continue to own such stock through the date of the annual meeting.

For any proposal that is not submitted for inclusion in next year's proxy statement but is instead sought to be presented directly at the 2018 Annual Meeting of Shareholders, shareholders are advised to review our Bylaws as they contain requirements with respect to advance notice of shareholder proposals not intended for inclusion in our proxy statement and director nominations. To be timely, a shareholder's notice must be delivered to and received by our Corporate Secretary at our principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of our 2018 Annual Meeting of Shareholders. Accordingly, any such shareholder proposal must be received between January 31, 2019 and the close of business on March 2, 2019. Copies of the pertinent Bylaw provisions are available on request to the following address: Corporate Secretary, Zillow Group, Inc., 1301 Second Avenue, Floor 31, Seattle, Washington 98101. For such proposals or nominations that are timely filed, we retain discretion to vote proxies we receive, provided that (a) we include in our proxy statement advice to shareholders on the nature of the proposal and how we intend to exercise our voting discretion and (b) the proponent does not issue a separate and appropriate proxy statement.

**Consideration of Shareholder-Recommended Director Nominees**

Our nominating and governance committee will consider director nominee recommendations submitted by our shareholders. Shareholders who wish to recommend a director nominee must submit their suggestions in the manner set forth in our Bylaws and the charter of our nominating and governance committee to the following address: Chairperson of Nominating and Governance Committee, Attn: Corporate Secretary, Zillow Group, Inc., 1301 Second Avenue, Floor 31, Seattle, Washington 98101.

As required by our Bylaws, shareholders should include the name, biographical information, and other relevant information relating to the recommended director nominee, including, among other things, information that

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would be required to be included in the proxy statement filed in accordance with applicable rules under the Exchange Act and the written consent of the director nominee to be named as a nominee and to serve as a director if elected, among other requirements set forth in our Bylaws. Evaluation of any such recommendations is the responsibility of the nominating and governance committee. In the event of any shareholder recommendations, the nominating and governance committee will evaluate the persons recommended in the same manner as other candidates.

## **Shareholder Communications with the Board of Directors**

Shareholders may contact our board of directors as a group or any individual director about the board of directors or corporate governance by sending written correspondence to the following address: Board of Directors Zillow Group, Inc., Attn: General Counsel, 1301 Second Avenue, Floor 31, Seattle, Washington 98101 or by email at [legal@zillowgroup.com](mailto:legal@zillowgroup.com). Shareholders should clearly specify in each communication the name(s) of the group of directors or the individual director to whom the communication is addressed. Inquiries meeting these criteria will be received and processed by management before being forwarded to the group of directors or the individual director, as designated in the communication. Communications that are unrelated to the duties and responsibilities of the Board or are unduly hostile, threatening, potentially illegal or similarly unsuitable will not be forwarded.

## **Internet Voting**

Zillow Group is incorporated under Washington law, which specifically permits electronically transmitted proxies, provided that the transmission sets forth or is submitted with information from which it can reasonably be determined that the transmission was authorized by the shareholder. The electronic voting procedures provided for the Annual Meeting are designed to authenticate each shareholder by use of a control number and to confirm that shareholder instructions are properly recorded.

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**DIRECTIONS**

**2018 Annual Meeting of Shareholders**

**Zillow Group, Inc.**

**Offices of Perkins Coie LLP**

**1201 Third Avenue, 49<sup>th</sup> Floor**

**Seattle, Washington**

**May 31, 2018**

**9:00 a.m. (Pacific Time)**

The 1201 Third Avenue main entrance is located on Third Avenue between University and Seneca Streets. The following directions direct you to the parking garage entrance located on Seneca Street between Second and Third Avenue.

**Northbound on I-5:**

Exit at Seneca Street (exit #165)

West on Seneca Avenue

1201 3rd Avenue parking is located on the right between Second and Third Avenue.

**Southbound on I-5:**

Exit at Union Street (exit #165B)

West on Union Street

Turn left on Fifth Avenue

Turn right on Seneca Avenue

1201 3rd Avenue parking is located on the right between Second and Third Avenue.

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**ZILLOW GROUP, INC.**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 11:59 P.M., Eastern Time, on May 30, 2018.**

**Vote by Internet**

Go to **[www.investorvote.com/Z](http://www.investorvote.com/Z)**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**A Proposals THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR ALL NOMINEES WITH RESPECT TO THE ELECTION OF DIRECTORS AND FOR + ITEMS 2 and 3.**

**The board of directors recommends you vote FOR all nominees.**

**1. ELECTION OF DIRECTORS** Nominees: 01 - Erik Blachford Rascoff 02 - Spencer M. Gordon 03 - Gordon Stephenson

**Mark here to vote FOR all nominees**      **Mark here to WITHHOLD vote from all nominees**      **For All EXCEPT - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.**

**The board of directors recommends you vote FOR the following proposals:**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Approve the compensation of the Company's Named Executive Officers on an advisory basis.				3. Ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending December 31, 2018.			

**B Authorized Signatures This section must be completed for your vote to be counted. Date and Sign Below**  
 Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.      Signature 1 Please keep signature within the box.      Signature 2 Please keep signature within the box.

/ /

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.**

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**Important notice regarding the Internet availability of proxy materials for the Annual Meeting of**

**Shareholders.** The Proxy Statement and the 2017 Annual Report to Shareholders are available at:

<http://investors.zillowgroup.com/annuals-proxies.cfm>.

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

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**PROXY**

**ZILLOW GROUP, INC.**

**2018 MEETING OF SHAREHOLDERS MAY 31, 2018**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY**

The undersigned hereby appoints Spencer M. Rascoff and Kathleen Philips, and each of them, as proxies of the undersigned, with the full power of substitution, to vote all shares of Zillow Group, Inc. Class A and/or Class B common stock held of record by the undersigned on April 2, 2018, at the Annual Meeting of Shareholders of Zillow Group, Inc. to be held at the offices of Perkins Coie LLP, 1201 Third Avenue, 49<sup>th</sup> Floor, in Seattle, Washington 98101 on May 31, 2018, at 9:00 a.m. local time and at any and all postponements, continuations, and adjournments thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the matters listed on the reverse side and in accordance with the instructions designated on the reverse side, with discretionary authority as to any and all other matters that may properly come before the meeting including matters incidental to the conduct of the meeting.

**(Continued and to be marked, dated and signed, on the other side)**

** Non-Voting Items**

**Change of Address** Please print your new address below. **Comments** Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual Meeting.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF  
THIS CARD.**

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