

HOAG JAY C
Form 4
July 21, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)
May be part of 13(g) group

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/19/2011		C(1)	2,202,081 (1)	A (1) 2,202,081	I	TCV V, L.P. (2)
Class A Common Stock	07/19/2011		C(1)	42,358 (1)	A (1) 42,358	I	TCV Member Fund, L.P. (3)
Class A Common Stock	07/19/2011		C(1)	330,167 (1)	A (1) 2,532,248	I	TCV V, L.P. (2)

Class A Common Stock	07/19/2011	C ⁽¹⁾	6,498 ⁽¹⁾	A	<u>(1)</u>	48,856	I	TCV Member Fund, L.P. ⁽³⁾
Class A Common Stock	07/19/2011	C ⁽¹⁾	1,468,520 ⁽¹⁾	A	<u>(1)</u>	4,000,768	I	TCV V, L.P. ⁽²⁾
Class A Common Stock	07/19/2011	C ⁽¹⁾	28,856 ⁽¹⁾	A	<u>(1)</u>	77,712	I	TCV Member Fund, L.P. ⁽³⁾

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	07/19/2011		C ⁽¹⁾	7,443,035	<u>(1)</u> <u>(1)</u>	Class A Common Stock 2,202,08 ⁽¹⁾
Series A Preferred Stock	<u>(1)</u>	07/19/2011		C ⁽¹⁾	143,171	<u>(1)</u> <u>(1)</u>	Class A Common Stock 42,358 ⁽¹⁾
Series B Preferred Stock	<u>(1)</u>	07/19/2011		C ⁽¹⁾	1,115,967	<u>(1)</u> <u>(1)</u>	Class A Common Stock 330,167 ⁽¹⁾
Series B Preferred Stock	<u>(1)</u>	07/19/2011		C ⁽¹⁾	21,964	<u>(1)</u> <u>(1)</u>	Class A Common Stock 6,498 ⁽¹⁾
Series C Preferred Stock	<u>(1)</u>	07/19/2011		C ⁽¹⁾	4,963,603	<u>(1)</u> <u>(1)</u>	Class A Common Stock 1,468,52 ⁽¹⁾

Series C Preferred Stock	<u>(1)</u>	07/19/2011	<u>C(1)</u>	97,537	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	28,856 <u>(1)</u>
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TECHNOLOGY CROSSOVER MANAGEMENT V LLC C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TCV V LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group
TCV MEMBER FUND L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(g) group

Explanation of Responses:

- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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