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

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

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

ZILLOW INC [Z]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director \_X\_\_ 10% Owner

(Check all applicable)

C/O TECHNOLOGY CROSSOVER **VENTURES, 528 RAMONA** 

(Street)

07/19/2011

Officer (give title \_\_X\_ Other (specify below) below) May be part of 13(g) group

**STREET** 

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

PALO ALTO, CA 94301

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Sec	uritie	s Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities oner Disposed of (Instr. 3, 4 and Amount	of (D)		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 <u>(1)</u>	2,202,081 (1)	A	<u>(1)</u>	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.
Class A Common Stock	07/19/2011		C <u>(1)</u>	330,167 (1)	A	<u>(1)</u>	2,532,248	I	TCV V, L.P. (2)

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

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 onDerivative 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	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	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	(1)	07/19/2011		C <u>(1)</u>		143,171	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	42,358 <u>(1</u>
Series B Preferred Stock	(1)	07/19/2011		C <u>(1)</u>		1,115,967	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	330,167 (1)
Series B Preferred Stock	(1)	07/19/2011		C <u>(1)</u>		21,964	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	6,498 <u>(1)</u>
Series C Preferred Stock	<u>(1)</u>	07/19/2011		C <u>(1)</u>		4,963,603	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	1,468,52

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 Series C
 Class A

 Preferred
 (1)
 07/19/2011
 C(1)
 97,537
 (1)
 (1)
 Common 28,856 (2)

 Stock
 Stock
 Stock

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
Reporting Owner Name / Name (5)	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			

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## **Signatures**

Frederic D. Fenton, Authorized signatory for Jay C. Hoag					
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for Richard H. Kimball					
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for John L. Drew	07/21/2011				
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	07/21/2011				
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for William J.G. Griffith IV	07/21/2011				
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C.	07/21/2011				
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for TCV V, L.P.	07/21/2011				
**Signature of Reporting Person	Date				
Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P.	07/21/2011				
**Signature of Reporting Person	Date				

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Preferred Stock converted into Class A Common Stock on a 3.38-to-1 basis upon the effectiveness of the issuer's registration
  (1) statement on Form S-1 under the Securities Act of 1933, filed in connection with the issuer's initial public offering, and had no expiration date. Any fractional share resulting from the conversion was cashed out.
  - These shares are directly held by TCV V, L.P. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C.
- (2) ("TCM V"), which is the sole general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV Member Fund, L.P. Each of the TCM Members are (i) Class A Members of TCM V, which is a general partner of TCV Member Fund, L.P., and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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