

Fenton Noel J
Form 4
April 30, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fenton Noel J

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 4, SUITE 160

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LoopNet, Inc. [LOOP]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

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)

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)
				Code V Amount (A) or (D) Price			
Common Stock	04/30/2012		D	15,000 D 0	0	I	By The Fenton Family Trust
Common Stock	04/30/2012		D	1,446,577 D 0	0	I	By Trinity Ventures IX, L.P. (2)
Common Stock	04/30/2012		D	16,220 D 0	0	I	By Trinity IX Side-By-Side Fund, L.P. (2)
Common Stock	04/30/2012		D	21,577 D 0	0	I	By Trinity IX Entrepreneurs' Fund, L.P. (2)

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

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(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 Security (Instr. 3 and 4)	8. Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (Right to Buy)	\$ 19.06	04/30/2012		D	10,500	05/23/2008 ⁽³⁾ 05/22/2014	Common Stock	1	
Stock Option (Right to Buy)	\$ 13.18	04/30/2012		D	10,500	05/29/2009 ⁽³⁾ 05/28/2015	Common Stock	1	
Stock Option (Right to Buy)	\$ 8.07	04/30/2012		D	10,500	05/28/2010 ⁽³⁾ 05/27/2016	Common Stock	1	
Stock Option (Right to Buy)	\$ 10.72	04/30/2012		D	10,500	05/11/2011 ⁽³⁾ 05/10/2017	Common Stock	1	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	9,721	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	1,4	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	109	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	1	
Series A Convertible Preferred Stock	\$ 6.72	04/30/2012		C	145	04/14/2009 ⁽⁵⁾ ⁽⁶⁾	Common Stock	2	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenton Noel J 3000 SAND HILL ROAD BUILDING 4, SUITE 160 MENLO PARK, CA 94025	X			

Signatures

/s/ Maria T. Valles, as Attorney-in-Fact	04/30/2012
**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).
- (1) Disposed of pursuant to a merger agreement, dated April 27, 2011, as amended, between the issuer, CoStar Group, Inc. ("Parent") and Lonestar Acquisition Sub, Inc. (the "Merger Agreement") in exchange for a unit consisting of (i) \$16.50 in cash without interest and (ii) 0.03702 shares of the Parent Common Stock per share (the "Merger Consideration").
- The Reporting Person is a managing member of Trinity TVL IX, LLC, the General Partner of Trinity Ventures IX, L.P, Trinity IX Side-By-Side Fund, LP and Trinity IX Entrepreneurs' Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares reported, except to the extent of his pecuniary interest therein.
- (2) Disposed of pursuant to the Merger Agreement. Pursuant to the Merger Agreement, the options were cancelled in exchange for the Merger Consideration less the exercise price of the option.
- (3) This Option is held in the name of TVL Management Corporation, an entity affiliated with Trinity Ventures, a venture capital firm of which the Reporting Person is a general partner.
- (4) The Series A Convertible Preferred Stock is convertible at any time, at the Holder's election.
- (5) The Series A Convertible Preferred Stock has no expiration date.
- (6)

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.