

ZILLOW GROUP, INC.

Form 4

February 17, 2015

**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  
Expires: January 31,  
2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Levine Paul M.

(Last) (First) (Middle)

C/O ZILLOW GROUP, INC., 1301  
SECOND AVENUE, FLOOR 31

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

ZILLOW GROUP, INC. [Z]

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

02/17/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Class A Common Stock	02/17/2015		A <sup>(1)</sup>	56,243 A	56,243	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.67	02/17/2015		A <sup>(1)</sup>		46,456		02/14/2012 <sup>(2)</sup>	05/10/2021	Class A Common Stock	46,456
Stock Option (right to buy)	\$ 60.66	02/17/2015		A <sup>(1)</sup>		6,660		03/01/2013 <sup>(3)</sup>	03/05/2023	Class A Common Stock	6,660
Stock Option (right to buy)	\$ 87.05	02/17/2015		A <sup>(1)</sup>		45,950		07/01/2014 <sup>(3)</sup>	06/04/2024	Class A Common Stock	45,950
Stock Option (right to buy)	\$ 100.84	02/17/2015		A <sup>(1)</sup>		13,229		03/01/2015 <sup>(3)</sup>	02/10/2025	Class A Common Stock	13,229
Restricted Stock Units	\$ 0	02/17/2015		A <sup>(1)</sup>		3,330		08/14/2013 <sup>(4)</sup>	02/15/2017	Class A Common Stock	3,330
Restricted Stock Units	\$ 0	02/17/2015		A <sup>(1)</sup>		92,500		02/11/2015 <sup>(5)</sup>	<sup>(6)</sup>	Class A Common Stock	92,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levine Paul M. C/O ZILLOW GROUP, INC., 1301 SECOND AVENUE, FLOOR 31 SEATTLE, WA 98101				See Remarks

## Signatures

/s/ Brad Owens,  
Attorney-in-Fact

02/17/2015

\_\_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) Class A Common Stock and derivative securities of Zillow Group, Inc., f/k/a Zebra Holdco, Inc. (the "Issuer"), were acquired pursuant to the transactions contemplated by the Agreement and Plan of Merger among Zillow, Inc. ("Zillow"), the Issuer, and Trulia, Inc. ("Trulia"), dated as of July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Trulia became a wholly owned subsidiary of the Issuer, and each share of Common Stock of Trulia was converted into 0.444 shares of Class A Common Stock of the Issuer. Derivative securities relating to the Common Stock of Trulia were assumed by the Issuer and converted into derivative securities relating to 0.444 shares of Class A Common Stock of the Issuer for each share of Trulia Common Stock on otherwise the same terms and conditions (including the vesting schedule and exercise price) that applied to such derivative securities immediately prior to the Effective Time.
- (2) Date at which first vesting occurs is indicated. 1/4th of the total number of shares originally subject to the option becomes exercisable at the first vesting date and an additional 1/16th becomes exercisable each month thereafter until the option is fully vested.
- (3) Date at which first vesting occurs is indicated. 1/48th of the total number of shares originally subject to the option becomes exercisable at the first vesting date and an additional 1/48th becomes exercisable each month thereafter until the option is fully vested.
- (4) Date at which first vesting occurs is indicated. 1/8th of the total number of shares originally subject to the grant of Restricted Stock Units ("RSU") becomes exercisable at the first vesting date and an additional 1/16th becomes exercisable each quarter thereafter until the RSU is fully vested.
- (5) Date at which first vesting occurs is indicated. 1/6th of the total number of shares originally subject to the grant of RSUs becomes exercisable at the first vesting date and an additional 1/6th becomes exercisable each quarter thereafter until the RSU is fully vested.
- (6) Unless earlier forfeited under the terms of the RSU, each performance-based RSU vests as to 1/6th of the RSUs in six substantially equal quarterly tranches, beginning on February 11, 2015.

### Remarks:

President of Trulia, Inc. (subsidiary of Z)

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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