

HOAG JAY C
Form 4
July 18, 2012

FORM 4

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

OMB APPROVAL

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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

(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)
07/16/2012

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)

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 | 07/16/2012 | | J ⁽¹⁾ | 652,300 D | \$ 0 2,943,729 | I | TCV V, L.P. ⁽²⁾ |
| Class A Common Stock | 07/16/2012 | | J ⁽³⁾ | 12,666 D | \$ 0 57,162 | I | TCV Member Fund, L.P. ⁽⁴⁾ |
| Class A Common Stock | 07/16/2012 | | J ⁽⁵⁾ | 2,827 A | \$ 0 6,195 | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽¹⁰⁾ |

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| | | | | | | | | |
|----------------------------|------------|------------------|-------|---|------|-------|---|---|
| Class A Common Stock | 07/16/2012 | J ⁽⁶⁾ | 942 | A | \$ 0 | 1,881 | I | Hamilton Investments Limited Partnership <u>(11)</u> |
| Class A Common Stock | 07/16/2012 | J ⁽⁷⁾ | 2,244 | A | \$ 0 | 4,481 | I | The Richard and Kathryn Kimball Family Trust UTA dated 2/23/94 <u>(12)</u> |
| Class A Common Stock | | | | | | 551 | I | The Kimball 2021 GRAT B DTD 3/16/11 <u>(13)</u> |
| Class A Common Stock | 07/16/2012 | J ⁽⁸⁾ | 1,307 | A | \$ 0 | 1,307 | I | The Drew Family Trust dated 10/5/2004 <u>(14)</u> |
| Class A Common Stock | 07/16/2012 | J ⁽⁹⁾ | 1,308 | A | \$ 0 | 2,611 | I | The Reynolds Family Trust <u>(15)</u> |

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 displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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 |
| 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 |

Signatures

| | |
|---|------------|
| Frederic D. Fenton, Authorized signatory for Jay C. Hoag | 07/18/2012 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for Richard H. Kimball | 07/18/2012 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for John L. Drew | 07/18/2012 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr. | 07/18/2012 |
| **Signature of Reporting Person | Date |
| | 07/18/2012 |

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Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C.

| | |
|--|------------|
| Frederic D. Fenton, Authorized signatory for TCV V, L.P. | 07/18/2012 |
| Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P. | 07/18/2012 |

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) In kind pro-rata distribution from TCV V, L.P. ("TCV V") to its partners, without consideration.
These shares are directly held by TCV V. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew, and Jon Q. Reynolds, Jr. (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C. ("TCM V"), which is the sole general partner of TCV V. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (3) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.
These shares are directly held by Member Fund. Each of the TCM Members are (i) Class A Members of TCM V, which is a general partner of Member Fund, and (ii) limited partners of Member Fund. The TCM Members and TCM V may be deemed to beneficially own the shares held by Member Fund, but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- (5) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (6) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (7) Acquisition by The Richard and Kathryn Kimball Family Trust UTA dated 2/23/94 pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (8) Acquisition by The Drew Family Trust dated 10/5/2004 pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (9) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- (10) Mr. Hoag is a trustee of The Hoag Family Trust U/A Dtd 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) Mr. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (12) Mr. Kimball is a trustee of The Richard and Kathryn Kimball Family Trust UTA dated 2/23/94. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (13) Mr. Kimball is a trustee of The Kimball 2021 GRAT B DTD 3/16/11. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (14) Mr. Drew is a trustee of The Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (15) Mr. Reynolds is a trustee of The Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his 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.