

ZILLOW GROUP, INC.
Form 8-K
February 24, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 19, 2015

ZILLOW GROUP, INC.

(Exact name of registrant as specified in its charter)

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| Washington (State or other jurisdiction | 001-36853 (Commission | 47-1645716 (I.R.S. Employer |
| of incorporation or organization) | File Number) | Identification Number) |
| 1301 Second Avenue, Floor 31, Seattle, Washington | | 98101 |

(Address of principal executive offices)

(Zip Code)

(206) 470-7000

<https://twitter.com/zillowgroup>

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.02 Termination of a Material Definitive Agreement.

On February 19, 2015, Trulia, Inc. (Trulia), a wholly owned subsidiary of Zillow Group, Inc. (Zillow Group), received a notice from Move Sales, Inc. (Move) of Move 's intent to terminate the Platform Services Agreement, dated June 19, 2012, by and between Trulia and Move (the Agreement), effective February 26, 2015, as a result of Zillow Group 's acquisition of Trulia on February 17, 2015. Neither Trulia nor Zillow Group will incur any early termination penalties as a result of the Agreement 's termination.

On February 20, 2015, Trulia filed a complaint and an application for a temporary restraining order in the Superior Court of the State of California, County of San Francisco, against Move. The complaint and the application allege, among other things, breach of contract by Move in seeking to terminate the Agreement and seek injunctive relief to prevent termination of the Agreement and termination of the listings feeds Move provides to Trulia.

On February, 23, 2015, the Superior Court granted Trulia 's application for a temporary restraining order and set March 12, 2015 as the date for a hearing on a preliminary injunction on the matter.

As previously disclosed, Trulia entered into the Agreement in June 2012. Under the terms of the Agreement, Move granted to Trulia a nonexclusive license to display listings on Trulia 's platform and to use these listings for the purpose of providing real estate professionals with information relating to lead generation management and advertising products. The Agreement contains a 48-month term and renews automatically for additional one year terms unless canceled upon the provision of 90 days prior notice by either party. The Agreement is not cancelable by Move except in the case of material uncured breach by Trulia, Trulia 's filing for bankruptcy, insolvency or assignment for the benefit of creditors, if a receiver is appointed on Trulia 's behalf, or under certain other limited circumstances. The Agreement contains customary representations and warranties. The foregoing description of the Agreement is qualified in its entirety by reference to the full text of the Agreement, a copy of which was filed as Exhibit 10.13 to Trulia 's Amendment No. 1 to the Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on September 7, 2012, which text of the Agreement is incorporated herein by reference.

On January 6, 2015, Zillow, Inc. (Zillow), a wholly owned subsidiary of Zillow Group, reported in a Current Report on Form 8-K that the Platform Services Agreement, dated April 7, 2011, by and between Zillow and Threewide Corporation, as predecessor in interest to Move, Inc., will expire on April 7, 2015.

Item 8.01 Other Events.

Investors and others should note that Zillow Group announces material financial information to its investors using its investor relations website, press releases, SEC filings and public conference calls and webcasts. Zillow Group intends to also use the following social media channels as a means of disclosing information about Zillow Group, its services and other matters and for complying with its disclosure obligations under Regulation FD:

Zillow Group Investor Relations Webpage (<http://investors.zillowgroup.com>)

Zillow Group Investor Relations Blog (<http://www.zillowgroup.com/ir-blog>)

Zillow Group Twitter Account (<https://twitter.com/zillowgroup>)

The information Zillow Group posts through these social media channels may be deemed material. Accordingly, investors should monitor these accounts and the blog, in addition to following Zillow Group 's press releases, SEC

filings and public conference calls and webcasts. This list may be updated from time to time.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 24, 2015

ZILLOW GROUP, INC.

By: /s/ SPENCER M. RASCOFF
Name: Spencer M. Rascoff
Title: Chief Executive Officer