

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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTON RICHARD N

(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
☒ Officer (give title below) ☐ Other (specify
below)

Executive Chairman

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	02/17/2015		A ⁽¹⁾⁽²⁾	7,826	A ⁽¹⁾⁽²⁾ 7,826	D	
Class A Common Stock	02/17/2015		A ⁽¹⁾⁽²⁾	220,000	A ⁽¹⁾⁽²⁾ 220,000	I	Barton Descendants' Trust 12/30/04
Class A Common Stock	02/17/2015		A ⁽¹⁾⁽²⁾	30,000	A ⁽¹⁾⁽²⁾ 30,000	I	The Barton Foundation

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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 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 Ar Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 82.05	02/17/2015		A ⁽¹⁾⁽²⁾		35,000		02/01/2015 ⁽³⁾	01/02/2021	Class A Common Stock
Stock Option (right to buy)	\$ 101.715	02/17/2015		A ⁽¹⁾⁽²⁾		43,750		01/01/2016 ⁽³⁾	01/07/2022	Class A Common Stock
Stock Option (right to buy)	\$ 101.715 ⁽⁴⁾	02/17/2015		A ⁽¹⁾⁽²⁾		50,000		01/01/2016 ⁽⁵⁾	01/07/2025	Class A Common Stock
Class B Common Stock	\$ 0	02/17/2015		A ⁽¹⁾⁽²⁾		3,423,845		⁽⁶⁾	⁽⁶⁾	Class A Common Stock
Class B Common Stock	\$ 0	02/17/2015		A ⁽¹⁾⁽²⁾		339,880		⁽⁶⁾	⁽⁶⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON RICHARD N C/O ZILLOW GROUP, INC. 1301 SECOND AVENUE, FLOOR 31 SEATTLE, WA 98101	X		Executive Chairman	

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., dated as of July 28, 2014 (the "Merger Agreement"). Upon closing of the transactions contemplated by the Merger Agreement (the "Effective Time"), Zillow became a wholly owned subsidiary of the Issuer, and each share of Class A Common Stock of Zillow was converted into one share of Class A Common Stock of the Issuer. (Continued in Footnote 2)

(2) Derivative securities relating to the Class A Common Stock and Class B Common Stock of Zillow were assumed by the Issuer and converted into derivative securities relating to an equal number of shares of Class A Common Stock and Class B Common Stock of the Issuer 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.

(3) 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 1/48th becomes exercisable each month thereafter until the option is fully vested.

(4) The option's exercisability is subject to shareholder approval of a share increase under the Zillow's Amended and Restated 2011 Incentive Plan assumed by the Issuer.

(5) Date at which first vesting occurs is indicated. 1/16th of the total number of shares originally subject to the option becomes vested at the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years; an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 1-year anniversary of the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years; an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 2-year anniversary of the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years; and an additional 1/16th of the total number of shares originally subject to the option becomes vested on the 3-year anniversary of the first vesting date and an additional 1/192 becomes vested each month thereafter over the next 3 years until the option is fully vested.

(6) Class B Common Stock is convertible into Class A Common Stock on a 1-for-1 basis (i) at the holder's election or (ii) upon the approval of holders of not less than a majority of the shares of Class B Common Stock outstanding at such time and has no expiration date.

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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