

HOAG JAY C
Form 4
July 25, 2011

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 *
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)
07/25/2011

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	07/25/2011		P	245,261 (1)	A \$ 20 4,246,029	I	TCV V, L.P. (2)
Class A Common Stock	07/25/2011		P	4,738 (1)	A \$ 20 82,450	I	TCV Member Fund, L.P. (3)

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
GRIFFITH WILLIAM 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		X		May be part of 13(g) group

C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

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 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Richard H. Kimball 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for John L. Drew 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr. 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for William J.G. Griffith IV 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C. 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for TCV V, L.P. 07/25/2011

—Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P. 07/25/2011

—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) The Class A Common Stock was acquired from the issuer in a private placement transaction concurrent with the closing of the issuer's initial public offering.

These shares are directly held by TCV V, L.P. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C.

- (2) ("TCM V"), which is the sole general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (3) These shares are directly held by TCV Member Fund, L.P. Each of the TCM Members are (i) Class A Members of TCM V, which is a general partner of TCV Member Fund, L.P., and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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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