

HOAG JAY C
Form 4
February 21, 2012

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
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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)
02/16/2012

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 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	02/16/2012		J ⁽¹⁾	650,000 D \$ 0	3,596,029	I	TCV V, L.P. (2)
Class A Common Stock	02/16/2012		J ⁽³⁾	12,622 D \$ 0	69,828	I	TCV Member Fund, L.P. (4)
Class A Common Stock	02/16/2012		J ⁽⁵⁾	2,817 A \$ 0	2,817	I	Hoag Family Trust U/A Dtd 8/2/94 (11)

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Class A Common Stock	02/17/2012	<u>J⁽⁶⁾</u>	337	A	\$ 0	3,154	I	Hoag Family Trust U/A Dtd 8/2/94 <u>(11)</u>
Class A Common Stock	02/16/2012	<u>J⁽⁷⁾</u>	939	A	\$ 0	939	I	Hamilton Investments Limited Partnership <u>(12)</u>
Class A Common Stock	02/16/2012	<u>J⁽⁸⁾</u>	2,237	A	\$ 0	2,237	I	The Richard and Kathryn Kimball Family Trust UTA dated 2/23/94 <u>(13)</u>
Class A Common Stock	02/16/2012	<u>J⁽⁹⁾</u>	1,303	A	\$ 0	1,303	I	The Drew Family Trust dated 10/5/2004 <u>(14)</u>
Class A Common Stock	02/21/2012	S	1,303	D	\$ 31.5	0	I	The Drew Family Trust dated 10/5/2004 <u>(14)</u>
Class A Common Stock	02/16/2012	<u>J⁽¹⁰⁾</u>	1,303	A	\$ 0	1,303	I	The Reynolds Family Trust <u>(15)</u>

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

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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,	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
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4, and 5)

	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	02/21/2012
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____Signature of Reporting Person

Date

Frederic D. Fenton, Authorized signatory for Richard H. Kimball	02/21/2012
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_Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	02/21/2012
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	02/21/2012
Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C.	02/21/2012
Frederic D. Fenton, Authorized signatory for TCV V, L.P.	02/21/2012
Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P.	02/21/2012

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 The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by Benchmark Founders' Fund V, L.P. to its partners, without consideration.
 - (7) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
 - (8) 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.
 - (9) 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.
 - (10) Acquisition by The Reynolds Family Trust pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
 - (11) 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.
 - (12) 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.
 - (13) 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.
 - (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.

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- (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.

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