

ZILLOW INC  
Form 3  
July 19, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GURLEY J WILLIAM</p> <p>(Last) (First) (Middle)</p> <p>C/O BENCHMARK CAPITAL,Â 2480 SANDHILL ROAD, SUITE 200</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/19/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ZILLOW INC [Z]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	--	---	---

**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
--	--	---	--

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
---	---	---	---	---	--

				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	02/15/2008 <sup>(1)</sup>	02/06/2014	Class A Common Stock	4,437	\$ 6.5234	D	Â
Series A Preferred Stock	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	2,244,440	\$ 0	I	See Footnote <sup>(3)</sup>
Series B Preferred Stock	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	224,443	\$ 0	I	See Footnote <sup>(3)</sup>
Series C Preferred Stock	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock	128,001	\$ 0	I	See Footnote <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GURLEY J WILLIAM C/O BENCHMARK CAPITAL 2480 SANDHILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

/s/ Steven M. Spurlock, by power of attorney for J. William Gurley

07/19/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Date at which first vesting occurs is indicated. 1/4th of the total number of shares originally subject to the option become exercisable at the first vesting date and an additional 1/48th become exercisable each month thereafter until the option is fully vested.
- Preferred Stock is convertible at the holder's election into Class A Common Stock at the then effective conversion rate, currently 3.38-to-1, and has no expiration date. In addition, Preferred Stock automatically converts into Class A Common Stock at the then effective conversion rate (i) with the approval of holders of at least 70% of the outstanding shares of Preferred Stock or (ii) upon the effectiveness of the issuer's registration statement on Form S-1 under the Securities Act of 1933, filed in connection with the issuer's initial public offering.
- (3) Consists of shares held by Benchmark Capital Partners V, L.P. ("BCP V") as nominee for Benchmark Capital Partners V, L.P., Benchmark Founders Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A"), Benchmark Founders' Fund V-B, L.P. ("BFF V-B") and related individuals (collectively, "the Benchmark Funds"). Benchmark Capital Management Co. V, L.L.C. ("BCMC V") is the general partner of each of BCPV, BFFV, BFF V-A and BFF V-B. BCMC V's managing members are Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock. These individuals may be deemed to have shared voting and investment power over the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

^

**Remarks:**

This report is one of three reports, each on a separate Form 3, but, with respect to the Preferred

Exhibit 24 filed herewith.

Form 3 of 3.

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.