

ZILLOW INC
Form 3
July 19, 2011

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
 GURLEY J WILLIAM
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 07/19/2011

3. Issuer Name and Ticker or Trading Symbol
 ZILLOW INC [Z]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O BENCHMARK
 CAPITAL, 2480 SANDHILL
 ROAD, SUITE 200
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

MENLO PARK, CA 94025
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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

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

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.

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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.

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