

Item 2.02. Results of Operations and Financial Condition.

On July 24, 2018, CoStar Group, Inc. announced its financial results for the quarter ended June 30, 2018. The full text of the press release (the “Press Release”) issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in the Press Release shall be considered “furnished” pursuant to this Current Report on Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended, nor shall it be deemed incorporated by reference into any of the Registrant’s reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 23, 2018, Francis A. Carchedi, Executive Vice President, Corporate Development, provided notice to the company of his plan to retire. Mr. Carchedi plans to retire before the end of fiscal year 2018, after assisting with the transition of his responsibilities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
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| <u>Exhibit 99.1</u> | CoStar Group, Inc. Press Release Dated July 24, 2018 |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COSTAR GROUP, INC.

By:

Date: July 24, 2018 /s/ Scott T. Wheeler

Name: Scott T. Wheeler

Title: Chief Financial Officer