

KAGLE ROBERT
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 *

Â SPURLOCK STEVEN M
(Last) (First) (Middle)

2480 SAND HILL ROAD,
SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

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)

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

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

SEC 1473 (7-02)

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information contained in this form are not
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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)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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(Instr. 5)

Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,716,194 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	210,300 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(3)</u>
Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	40,264 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(4)</u>
Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	31,684 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(5)</u>
Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,244,440 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(6)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	171,620 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	21,030 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(3)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	4,026 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(4)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,168 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(5)</u>
Series B Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	224,443 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(6)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	97,875 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	11,994 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(3)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,296 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(4)</u>
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,807 <u>(1)</u>	\$ <u>(1)</u>	I	See Footnote <u>(5)</u>

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPURLOCK STEVEN M 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
KAGLE ROBERT 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		

/s/ Steven M. Spurlock	07/19/2011
_____ **Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle	07/19/2011
_____ **Signature of Reporting Person	Date

* 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).

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.

(1) Shares owned by Benchmark Capital Partners V, L.P. ("BCP V").

(2) Shares owned by Benchmark Founders' Fund V, L.P. ("BFF V").

(3) Shares owned by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").

(4) Shares owned by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").

Benchmark Capital Management Co. IV, LLC ("BCMC V"), the general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have the sole voting and dispositive power over 8,777,471 shares of the Preferred Stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of the Preferred Stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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Form 2 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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