

Item 8.01. Other Events.

As previously disclosed, on September 11, 2017, CoStar Group, Inc. (the “Company”) and CoStar Realty Information, Inc., the Company’s wholly owned subsidiary (“CRI”) entered into a Securities Purchase Agreement with LTM Company Dominion, LLC (“LTM”), Dominion Enterprises (“Dominion”), and Landmark Media Enterprises, LLC (“Landmark” and, together with LTM and Dominion, the “Sellers”) pursuant to which CRI will acquire all of the issued and outstanding shares of common stock of DE Holdings, Inc. (the “Acquisition”).

On November 24, 2017, the Company and Landmark each received a request for additional information and documentary materials from the United States Federal Trade Commission (the “FTC”) with respect to the Acquisition. The request for information from the FTC, commonly referred to as a “second request,” is part of the regulatory process under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”). The second request extends the waiting period imposed by the HSR Act until 30 days after the parties have substantially complied with the second request unless that period is extended voluntarily by the parties or terminated sooner by the FTC. The Company intends to respond expeditiously to this request. The Company and Landmark have been working cooperatively with the FTC as it conducts its review of the proposed transaction, and will continue to do so through the completion of that review. The Company expects the Acquisition to close in the first half of 2018, subject to the expiration or termination of the applicable waiting period under the HSR Act and the satisfaction or waiver of all closing conditions.

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: November 28, 2017 /s/ Scott T. Wheeler

Name: Scott T. Wheeler

Title: Chief Financial Officer