

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SPURLOCK STEVEN M | | (Month/Day/Year) | ZILLOW INC [Z] | |
| (Last) | (First) | (Middle) | 07/19/2011 | |
| 2480 SAND HILL ROAD, | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SUITE 200 | | | | |
| (Street) | | | (Check all applicable) | |
| MENLO PARK,Â CAÂ 94025 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> 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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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) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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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> |

| | | | | | | | |
|--------------------------|-------|-------|-------------------------|-------------|--------|---|------------------|
| Series C Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 128,001 (1) | \$ (1) | I | See Footnote (6) |
|--------------------------|-------|-------|-------------------------|-------------|--------|---|------------------|

Reporting Owners

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

Signatures

/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

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) 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.
- (2) Shares owned by Benchmark Capital Partners V, L.P. ("BCP V").
- (3) Shares owned by Benchmark Founders' Fund V, L.P. ("BFF V").
- (4) Shares owned by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").
- (5) Shares owned by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").
- (6) 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.

Â
Remarks:
 AlexandreÂ Balkanski,Â BruceÂ W.Â Dunlevie,Â J.Â WilliamÂ Gurley,Â KevinÂ R.Â Harvey,Â RobertÂ C.Â Kagle,Â Ste
 ThisÂ reportÂ isÂ oneÂ ofÂ threeÂ reports,Â eachÂ onÂ aÂ separateÂ FormÂ 3,Â butÂ relatingÂ toÂ theÂ sameÂ disclosu
 ExhibitÂ 24Â filedÂ herewith.

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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. 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.