

COSTAR GROUP INC

Form SC 13G/A

February 14, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

CoStar Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

22160N109

(CUSIP Number)

December 31, 2011

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 22160N109

1 NAME OF REPORTING PERSON
 Daruma Asset Management, Inc.

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
13-3831899

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY EACH 343,530

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH 0

8 SHARED DISPOSITIVE POWER
864,170

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
864,170

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.41%

12 TYPE OF REPORTING PERSON
IA

CUSIP No.: 22160N109

NAME OF REPORTING PERSON
Mariko O. Gordon

1 I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON (ENTITIES ONLY)
N/A

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP
(a) ☐
(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 343,530
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 864,170

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
864,170

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.41%

12 TYPE OF REPORTING PERSON
IN, HC

CUSIP No.: 22160N109

ITEM 1(a). NAME OF
ISSUER:
CoStar Group,
Inc.
ADDRESS OF
ISSUER'S
ITEM 1(b). PRINCIPAL
EXECUTIVE
OFFICES:

1331 L Street,
NW
Washington, DC
20005

ITEM 2(a). NAME OF
PERSON
FILING:

Daruma Asset
Management,
Inc.
Mariko O.
Gordon

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

80 West 40th
Street
9th Floor
New York, NY
10018

ITEM 2(c). CITIZENSHIP:

Daruma Asset
Management,
Inc. - New York
Mariko O.
Gordon - USA

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock,
\$0.01 par value

ITEM 2(e). CUSIP
NUMBER:

22160N109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM
4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Daruma Asset Management, Inc. - 864,170
Mariko O. Gordon 864,170

(b) Percent of class:

Daruma Asset Management, Inc. - 3.41%
Mariko O. Gordon 3.41%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Daruma Asset Management, Inc. - 0
Mariko O. Gordon 0

(ii) Shared power to vote or to direct the vote:

Daruma Asset Management, Inc. - 343,530
Mariko O. Gordon 343,530

(iii) Sole power to dispose or to direct the disposition of:

Daruma Asset Management, Inc. - 0
Mariko O. Gordon 0

(iv) Shared power to dispose or to direct the disposition of:

Daruma Asset Management, Inc. - 864,170
Mariko O. Gordon 864,170

OWNERSHIP OF

ITEM 5. FIVE PERCENT OR
LESS OF A CLASS:

If this statement is
being filed to report
the fact that as of the
date hereof the
reporting person has
ceased to be the
beneficial owner of

more than five
percent of the class of
securities, check the
following [X].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

The 864,170 shares
beneficially owned
by Daruma Asset
Management, Inc.
and Mariko O.
Gordon are held in
the accounts of
private investment
vehicles and managed
accounts advised by
Daruma Asset
Management, Inc.

ITEM 7. IDENTIFICATION
AND
CLASSIFICATION
OF THE
SUBSIDIARY
WHICH ACQUIRED
THE SECURITY
BEING REPORTED
ON BY THE
PARENT HOLDING
COMPANY:

N/A

ITEM 8. IDENTIFICATION
AND
CLASSIFICATION
OF MEMBERS OF
THE GROUP:

N/A

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

N/A

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the

best of my knowledge
and belief, the
securities referred to
above were acquired
and are held in the
ordinary course of
business and were not
acquired and are not
held for the purpose
of or with the effect
of changing or
influencing the
control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as
a participant in any
transaction having
that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

Date

Daruma Asset Management, Inc.

/s/ Veronica T. Stork

Signature

Veronica T. Stork, Chief Compliance Officer

Name/Title

February 14, 2012

Date

Mariko O. Gordon

/s/ Mariko O. Gordon

Signature

Mariko O. Gordon, CFA, Chief Executive Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SIGNATURE

CUSIP No.: 22160N109

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G/A dated February 14, 2012 relating to the Common Stock, \$0.01 par value per share of CoStar Group, Inc. shall be filed on behalf of the undersigned.

DARUMA ASSET MANAGEMENT, INC.

By: /s/ Veronica T. Stork

Name: Veronica T. Stork

Title: Chief Compliance Officer

MARIKO O. GORDON

/s/ Mariko O. Gordon

Mariko O. Gordon, CFA

SIGNATURE