

HOAG JAY C
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 HOAG JAY C | | (Month/Day/Year) | ZILLOW INC [Z] | |
| (Last) | (First) | (Middle) | 07/19/2011 | |
| C/O TECHNOLOGY CROSSOVER VENTURES, Â 528 RAMONA STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | May be part of 13(g) group | |
| PALO ALTO, Â CA Â 94301 | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---------------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 2,202,081 | \$ 0 | I | TCV V, L.P. (2) |
| Series A Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 42,358 | \$ 0 | I | TCV Member Fund, L.P. (3) |
| Series B Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 330,167 | \$ 0 | I | TCV V, L.P. (2) |
| Series B Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 6,498 | \$ 0 | I | TCV Member Fund, L.P. (3) |
| Series C Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 1,468,520 | \$ 0 | I | TCV V, L.P. (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Class A Common Stock | 28,856 | \$ 0 | I | TCV Member Fund, L.P. (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â X | Â X | Â | May be part of 13(g) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of 13(g) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of 13(g) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301 | Â | Â X | Â | May be part of 13(g) group |
| GRIFFITH WILLIAM C/O TECHNOLOGY CROSSOVER VENTURES | Â | Â X | Â | May be part of 13(g) group |

528 RAMONA STREET
PALO ALTO, CA 94301

TECHNOLOGY CROSSOVER MANAGEMENT V LLC
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

^ ^ X ^ May be part of 13(g) group

TCV V LP
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

^ ^ X ^ May be part of 13(g) group

TCV MEMBER FUND L P
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

^ ^ X ^ May be part of 13(g) group

Signatures

Frederic D. Fenton, Authorized signatory for Jay C. Hoag 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for Richard H. Kimball 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for John L. Drew 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr. 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for William J.G. Griffith IV 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C. 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for TCV V, L.P. 07/19/2011

__Signature of Reporting Person Date

Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P. 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).

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

(1) 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) These shares are directly held by TCV V, L.P. Each of Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively the "TCM Members") are Class A Members of Technology Crossover Management V, L.L.C.

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("TCM V"), which is the sole general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (3) These shares are directly held by TCV Member Fund, L.P. Each of the TCM Members are Class A Members of TCM V, which is a general partner of TCV Member Fund, L.P., and limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.