

# ZILLOW GROUP, INC.

Reported by  
**ROCK JENNIFER**

## **FORM 3**

(Initial Statement of Beneficial Ownership)

Filed 06/08/18 for the Period Ending 05/31/18

|             |   |
|-------------|---|
| Address     | 1301 SECOND AVENUE<br>FLOOR 31<br>SEATTLE, WA, 98101        |
| Telephone   | 206-470-7000  |
| CIK         | 0001617640  |
| Symbol      | Z   |
| SIC Code    | 7389 - Services-Business Services, Not Elsewhere Classified |
| Industry    | Real Estate Services  |
| Sector      | Financials  |
| Fiscal Year | 12/31   |

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>Rock Jennifer</b>                    | 2. Date of Event Requiring Statement (MM/DD/YYYY)<br><b>5/31/2018</b>  | 3. Issuer Name and Ticker or Trading Symbol<br><b>ZILLOW GROUP, INC. [Z AND ZG]</b>  |
| (Last) (First) (Middle)<br><b>C/O ZILLOW GROUP, INC., 1301 SECOND AVEN, FLOOR 31</b> | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Interim CFO /</b> |  |
| (Street)<br><b>SEATTLE, WA 98101</b>   | 5. If Amendment, Date Original Filed (MM/DD/YYYY)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)   |  |  |

**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) |
|---------------------------------|---|--|---|
| <b>Class C Capital Stock</b>    | <b>8430.0000 (1)</b>                                  | <b>D</b>   |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) |                  | 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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|------------------|---|----------------------------|--|---|---|
|  | Date Exercisable                                     | Expiration Date  | Title   | Amount or Number of Shares |  |   |   |
| <b>Stock Option (Right to Buy)</b>       | <b>1/1/2016 (2)</b>                                  | <b>1/7/2022</b>  | <b>Class A Common Stock</b>   | <b>2188.0000</b>           | <b>\$30.7534</b>                                       | <b>D</b>  |   |
| <b>Stock Option (Right to Buy)</b>       | <b>5/18/2016 (3)</b>                                 | <b>3/28/2026</b> | <b>Class C Capital Stock</b>  | <b>17719.0000</b>          | <b>\$22.4100</b>                                       | <b>D</b>  |   |
| <b>Stock Option (Right to Buy)</b>       | <b>8/3/2016 (2)</b>                                  | <b>8/18/2022</b> | <b>Class C Capital Stock</b>  | <b>9376.0000</b>           | <b>\$26.0600</b>                                       | <b>D</b>  |   |
| <b>Stock Option (Right to Buy)</b>       | <b>5/17/2017 (3)</b>                                 | <b>3/7/2027</b>  | <b>Class C Capital Stock</b>  | <b>20625.0000</b>          | <b>\$35.1600</b>                                       | <b>D</b>  |   |
| <b>Stock Option (Right to Buy)</b>       | <b>1/1/2016 (2)</b>                                  | <b>1/7/2022</b>  | <b>Class C Capital Stock</b>  | <b>4376.0000</b>           | <b>\$35.4807</b>                                       | <b>D</b>  |   |

**Explanation of Responses:**

- (1) Represents a grant of restricted stock units that will vest as to 1/16th of the total amount of shares subject to the grant on each of the issuer's quarterly vesting dates until the restricted stock units are fully vested.

- (2) Date at which first vesting occurs is indicated. 1/4th of the total number of shares originally subject to the option become exercisable at the first vesting date and an additional 1/48th become exercisable each month thereafter until the option is fully vested.
- (3) Date at which first vesting occurs is indicated. 1/16th of the total number of shares subject to the option become exercisable at the first vesting date and an additional 1/16th become exercisable on each issuer quarterly vesting date occurring thereafter until the option is fully vested.

**Remarks:**

rockpoa.pdf

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| <b>Rock Jennifer</b><br><b>C/O ZILLOW GROUP, INC., 1301 SECOND AVEN</b><br><b>FLOOR 31</b><br><b>SEATTLE, WA 98101</b> |               |           | <b>Interim CFO</b> |       |

**Signatures**

/s/ Brad Owens, Attorney-in-Fact

6/8/2018

\*\*Signature of Reporting Person

Date

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

\* 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).

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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