

# ZILLOW GROUP, INC.

Reported by  
**PRAWER ARIK**

## FORM 3

(Initial Statement of Beneficial Ownership)

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

Address	1301 SECOND AVENUE FLOOR 31 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 * <b>Prawer Arik</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>5/31/2018</b>	3. Issuer Name and Ticker or Trading Symbol <b>ZILLOW GROUP, INC. [Z AND ZG]</b>
(Last) (First) (Middle) <b>C/O ZILLOW GROUP, INC., 1301 SECOND AVENUE FLOOR 31</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Pres. Homes Div./Co-Head IO /</b>	
(Street) <b>SEATTLE, WA 98101</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <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>105876.0000</b> (1)	<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>2/12/2019</b> (2)	<b>2/18/2028</b>	<b>Class C Capital Stock</b>	<b>57687.0000</b>	<b>\$46.8500</b>	<b>D</b>	

#### Explanation of Responses:

- (1) Represents a grant of restricted stock units that will vest as to 25% of the total amount of shares subject to the grant on February 12, 2019, with the remainder vesting in substantially 12 equal installments on each of the issuer's quarterly vesting dates thereafter until the restricted stock units are fully vested.
- (2) Date at which first vesting occurs is indicated. 25% of the total number of shares subject to the option become exercisable at the first vesting date with the remainder to vest in substantially 12 equal installments on each issuer quarterly vesting date occurring thereafter until the option is fully vested.

#### Remarks:

prawerpoa.pdf

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Prawer Arik C/O ZILLOW GROUP, INC. 1301 SECOND AVENUE FLOOR 31 SEATTLE, WA 98101</b>			<b>Pres. Homes Div./Co-Head IO</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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