

# ZILLOW GROUP, INC.

Reported by  
**FRINK LLOYD D**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/16/18 for the Period Ending 08/14/18

|             |  |
|-------------|--|
| Address     | 1301 SECOND AVENUE<br>FLOOR 31<br>SEATTLE, WA, 98101 |
| Telephone   | 206-470-7000   |
| CIK         | 0001617640   |
| Symbol      | Z  |
| Fiscal Year | 12/31  |

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 *                     |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |
| <b>Frink Lloyd D</b>  |  | <b>ZILLOW GROUP, INC. [ Z AND ZG ]</b>            |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Vice Chairman &amp; President</b> |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O ZILLOW GROUP, INC., 1301<br/>SECOND AVEN, FLOOR 31</b> |  | <b>8/14/2018</b>                                  |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>SEATTLE, WA 98101</b>                                      |  |   |  | <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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|------------------|---------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A)<br>or<br>(D) | Price         |   |   |   |
| Class C Capital Stock              | 8/14/2018      |   | S                            |   | 5850.0000<br>(1)  | D                | \$48.0000 (2) | 3551358.0000  | D   |   |
| Class C Capital Stock              | 8/14/2018      |   | S                            |   | 7750.0000<br>(1)  | D                | \$47.5177 (3) | 3543608.0000  | D   |   |
| Class C Capital Stock              | 8/15/2018      |   | S                            |   | 1125.0000<br>(1)  | D                | \$47.8193 (4) | 3542483.0000  | D   |   |
| Class C Capital Stock              | 8/15/2018      |   | S                            |   | 12475.0000<br>(1)   | D                | \$46.7753 (5) | 3530008.0000  | D   |   |
| Class C Capital Stock              | 8/14/2018      |   | S                            |   | 1950.0000<br>(1)  | D                | \$48.0000 (2) | 1039214.0000  | I   | Frink<br>Descendants'<br>Trust<br>12/30/04                        |
| Class C Capital Stock              | 8/14/2018      |   | S                            |   | 2550.0000<br>(1)  | D                | \$47.5148 (3) | 1036664.0000  | I   | Frink<br>Descendants'<br>Trust<br>12/30/04                        |
| Class C Capital Stock              | 8/15/2018      |   | S                            |   | 375.0000<br>(1)   | D                | \$47.8193 (4) | 1036289.0000  | I   | Frink<br>Descendants'<br>Trust<br>12/30/04                        |
| Class C Capital Stock              | 8/15/2018      |   | S                            |   | 4125.0000<br>(1)  | D                | \$46.7747 (5) | 1032164.0000  | I   | Frink<br>Descendants'<br>Trust<br>12/30/04                        |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                         | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>Shares |   |  |   |  |

### Explanation of Responses:

- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 16, 2017.
- The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.80 to \$48.15. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$46.79 to \$47.79. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.52 to \$48.07. The reporting

person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

- (5) The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$46.40 to \$47.34. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| <b>Frink Lloyd D</b><br><b>C/O ZILLOW GROUP, INC., 1301 SECOND AVENUE</b><br><b>FLOOR 31</b><br><b>SEATTLE, WA 98101</b> | <b>X</b>      |           | <b>Vice Chairman &amp; President</b> |       |

#### Signatures

/s/ Brad Owens, Attorney-in-Fact

8/15/2018

\*\*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 4(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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