

# ZILLOW GROUP, INC.

Reported by  
**SCHWARTZ GREG M**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/03/18 for the Period Ending 08/02/18

|             |  |
|-------------|--|
| 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

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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)   |  |
| Schwartz Greg M                                       |  | ZILLOW GROUP, INC. [ Z AND ZG ]                   |  | <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>President Media &amp; Marketplaces</b> |  |
| (Last) (First) (Middle)                               |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| C/O ZILLOW GROUP, INC., 1301<br>SECOND AVEN, FLOOR 31 |  | 8/2/2018  |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| SEATTLE, WA 98101                                     |  |   |  | <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<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|-----------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price     |   |   |   |
| Class A Common Stock               | 8/2/2018       |   | M                            |   | 1800.0000   | A             | \$9.2095  | 1800.0000   | D   |   |
| Class A Common Stock               | 8/2/2018       |   | S                            |   | 1800.0000<br>(1)  | D             | \$56.9600 | 0.0000  | D   |   |
| Class C Capital Stock              | 8/2/2018       |   | M                            |   | 3600.0000   | A             | \$10.6252 | 15496.0000  | D   |   |
| Class C Capital Stock              | 8/2/2018       |   | S                            |   | 3600.0000<br>(1)  | D             | \$55.9870 | 11896.0000  | D   |   |

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

| 1. Title of<br>Derivate 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.<br>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<br>Number of<br>Shares |   |  |   |  |
| Stock Option<br>(Right to Buy)                 | \$9.2095   | 8/2/2018          |   | M                               |   | 1800.0000  |     | 3/1/2013<br>(2)                            | 2/2/2019           | Class A<br>Common<br>Stock   | 1800.0000                        | \$0.0000  | 9000.0000  | D   |  |
| Stock Option<br>(Right to Buy)                 | \$10.6252  | 8/2/2018          |   | M                               |   | 3600.0000  |     | 3/1/2013<br>(2)                            | 2/2/2019           | Class C<br>Capital<br>Stock  | 3600.0000                        | \$0.0000  | 18000.0000   | D   |  |

### Explanation of Responses:

- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2017.
- 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.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Schwartz Greg M<br>C/O ZILLOW GROUP, INC., 1301 SECOND AVEN<br>FLOOR 31<br>SEATTLE, WA 98101 |               |           | President Media & Marketplaces |       |

### Signatures

/s/ Brad Owens, Attorney-in-Fact

8/3/2018

\*\*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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