

FENTON PETER H

Form 4

July 19, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Benchmark Capital Management Co.
V, L.L.C.

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE
200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ZILLOW INC [Z]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	07/19/2011		C(1)	1,985,689 (1)	A \$ 0 1,985,689	I	See Footnote (2)
Class A Common Stock	07/19/2011		C(1)	243,323 (1)	A \$ 0 243,323	I	See Footnote (3)
Class A Common Stock	07/19/2011		C(1)	46,586 (1)	A \$ 0 46,586	I	See Footnote (4)
Class A Common	07/19/2011		C(1)	36,661 (1)	A \$ 0 36,661	I	See Footnote

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Stock								(5)
Class A								See
Common	07/19/2011	C(1)	2,596,884	A	\$ 0	2,596,884	I	Footnote
Stock			(1)					(6)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	5,800,738	⁽¹⁾	⁽¹⁾	Class A Common Stock	1,716,19 ⁽¹⁾
Series A Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	710,814	⁽¹⁾	⁽¹⁾	Class A Common Stock	210,300 ⁽¹⁾
Series A Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	136,094	⁽¹⁾	⁽¹⁾	Class A Common Stock	40,264 ⁽¹⁾
Series A Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	107,091	⁽¹⁾	⁽¹⁾	Class A Common Stock	31,684 ⁽¹⁾
Series A Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	7,586,206	⁽¹⁾	⁽¹⁾	Class A Common Stock	2,244,44 ⁽¹⁾
Series B Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	580,075	⁽¹⁾	⁽¹⁾	Class A Common Stock	171,620 ⁽¹⁾
Series B Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	71,081	⁽¹⁾	⁽¹⁾	Class A Common Stock	21,030 ⁽¹⁾
Series B Preferred Stock	\$ 0	07/19/2011		C ⁽¹⁾	13,609	⁽¹⁾	⁽¹⁾	Class A Common Stock	4,026 ⁽¹⁾

Series B Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	10,709	⁽¹⁾	⁽¹⁾	Class A Common Stock	3,168 ⁽¹⁾
Series B Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	758,621	⁽¹⁾	⁽¹⁾	Class A Common Stock	224,443 ⁽¹⁾
Series C Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	330,818	⁽¹⁾	⁽¹⁾	Class A Common Stock	97,875 ⁽¹⁾
Series C Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	40,538	⁽¹⁾	⁽¹⁾	Class A Common Stock	11,994 ⁽¹⁾
Series C Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	7,762	⁽¹⁾	⁽¹⁾	Class A Common Stock	2,296 ⁽¹⁾
Series C Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	6,107	⁽¹⁾	⁽¹⁾	Class A Common Stock	1,807 ⁽¹⁾
Series C Preferred Stock	\$ 0	07/19/2011	C ⁽¹⁾	432,644	⁽¹⁾	⁽¹⁾	Class A Common Stock	128,001 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benchmark Capital Management Co. V, L.L.C. 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Capital Partners V L P 2480 SAND HILL ROAD, SUITE 20 MENLO PARK, CA 94025		X		
BENCHMARK FOUNDERS FUND V LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Founders Fund V-A LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
Benchmark Founders Fund V-B LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025		X		
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD, SUITE 200		X		

MENLO PARK, CA 94025

DUNLEVIE BRUCE

2480 SAND HILL ROAD, SUITE 200

X

MENLO PARK, CA 94025

FENTON PETER H

2480 SAND HILL ROAD, SUITE 200

X

MENLO PARK, CA 94025

LASKY MITCHELL

2480 SAND HILL ROAD, SUITE 200

X

MENLO PARK, CA 94025

HARVEY KEVIN

2480 SAND HILL ROAD, SUITE 200

X

MENLO PARK, CA 94025

Signatures

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C.

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C. as general partner of Benchmark Capital Partners V, L.P.

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C. as general partner of Benchmark Founders' Fund V, L.P.

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, a as managing member of Benchmark Capital Management Co. V, L.L.C. as general partner of Benchmark Founders' Fund V-A, L.P.

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, as managing member of Benchmark Capital Management Co. V, L.L.C. as general partner of Benchmark Founders' Fund V-B, L.P.

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Mitchell H. Lasky

07/19/2011

__Signature of Reporting Person

Date

/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey

07/19/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- The Preferred Stock converted into Class A Common Stock on a 3.38-to-1 basis 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, and had no expiration date. Any fractional share resulting from the conversion was cashed out.
- (1) Shares owned by Benchmark Capital Partners V, L.P. ("BCP V").
 - (2) Shares owned by Benchmark Founders' Fund V, L.P. ("BFF V").
 - (3) Shares owned by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").
 - (4) Shares owned by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").
- Benchmark Capital Management Co. IV, LLC ("BCMC V"), the general partner of each of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have the sole voting and dispositive power over 2,596,884 shares of the issuer's Class A Common Stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of issuer's Class A Common Stock except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC V and each of its managing members is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (6)

Remarks:

Alexandre Balkanski, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Steven M. Spurlock, Peter H

This report is one of three reports, each on a separate Form 3, but relating to the same transaction being filed by BCP V, its ma
Form 1 of 3.

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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