

HOAG JAY C  
Form 3/A  
February 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *              |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â HOAG JAY C   |         | (Month/Day/Year)                     | ZILLOW INC [Z]   |  |
| (Last)   | (First) | 07/19/2011                           |  |  |
| C/O TECHNOLOGY CROSSOVER VENTURES, Â 528 RAMONA STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)   |         |                                      | (Check all applicable)   | 07/19/2011   |
| PALO ALTO, Â CA Â 94301                                |         |                                      | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner |  |
| (City)   | (State) | (Zip)                                | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other                 |  |
|  |         |                                      | (give title below) (specify below)   | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
|  |         |                                      | May be part of 13(g) group   | <input type="checkbox"/> Form filed by One Reporting Person                      |
|  |         |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|--|---|
|--|--|---|---|--|---|

Edgar Filing: HOAG JAY C - Form 3/A

|   | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|---|------------------|-----------------|----------------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 02/15/2011       | 02/06/2014      | Class A Common Stock | 3,327 <sup>(1)</sup>       | \$ 6.5234 | D <sup>(2)</sup>                      | Â |
| Non-Qualified Stock Option (right to buy) | 02/15/2008       | 02/06/2014      | Class A Common Stock | 1,110 <sup>(1)</sup>       | \$ 6.5234 | D <sup>(2)</sup>                      | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                            |
|--|---------------|-----------|---------|----------------------------|
|  | Director      | 10% Owner | Officer | Other                      |
| HOAG JAY C<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                            | Â X           | Â X       | Â       | May be part of 13(g) group |
| KIMBALL RICK<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                          | Â             | Â X       | Â       | May be part of 13(g) group |
| DREW JOHN<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                             | Â             | Â X       | Â       | May be part of 13(g) group |
| REYNOLDS JON Q JR<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                     | Â             | Â X       | Â       | May be part of 13(g) group |
| TECHNOLOGY CROSSOVER MANAGEMENT V LLC<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301 | Â             | Â X       | Â       | May be part of 13(g) group |
| TCV V LP<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                              | Â             | Â X       | Â       | May be part of 13(g) group |
| TCV MEMBER FUND L P<br>C/O TECHNOLOGY CROSSOVER VENTURES<br>528 RAMONA STREET<br>PALO ALTO,Â CAÂ 94301                   | Â             | Â X       | Â       | May be part of 13(g) group |

## Signatures

|  |            |
|--|------------|
| Frederic D. Fenton, Authorized signatory for Jay C. Hoag                               | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for Richard H. Kimball                        | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for John L. Drew                              | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.                      | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for Technology Crossover Management V, L.L.C. | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for TCV V, L.P.                               | 02/03/2012 |
| **Signature of Reporting Person  | Date       |
| Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P.                     | 02/03/2012 |
| **Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* 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).
- (1) These stock options were omitted from the Reporting Person's original Form 3.
- These stock options are directly held by Jay C. Hoag. Mr. Hoag has sole dispositive power over the stock options and the underlying shares; however, TCV Management 2004, L.L.C. ("TCM 2004") owns 100% of the pecuniary interest therein. Mr. Hoag, Richard H.
- (2) Kimball, John L. Drew, and Jon Q. Reynolds, Jr. are Members of TCM 2004, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.