

ZILLOW INC
Form SC 13G/A
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Zillow, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

98954A107

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Edgar Filing: ZILLOW INC - Form SC 13G/A

..	Rule 13d-1(b)
..	Rule 13d-1(c)
x	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 19 Pages

Exhibit Index Contained on Page 18

CUSIP NO. 98954A107 13 G Page 2 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

251,915 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

251,915 shares, except that BCMC V, the general partner of BCP V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

251,915

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.6%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98954A107 13 G Page 3 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V, L.P. ("BFF V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

30,870 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

30,870 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

30,870

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98954A107 13 G Page 4 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5,910 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

5,910 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

5,910

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98954A107 13 G Page 5 of 19

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

4,650 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

4,650 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

4,650

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

CUSIP NO. 98954A107 13 G Page 6 of 19

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

329,454

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.8%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. 98954A107 13 G Page 7 of 19

1 NAME OF REPORTING PERSON Alexandre Balkanski
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	1,991 shares
		SHARED VOTING POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109
	6		are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the
			general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC
			V, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER	1,991 shares
		SHARED DISPOSITIVE POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by
	8		BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109
		are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the	
		general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC	
		V, may be deemed to have shared power to have shared power to dispose of these shares.	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON	331,445
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	..
----	--	----

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.8%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98954A107 13 G Page 8 of 19

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	15,688 shares
		SHARED VOTING POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to vote these shares.
	6	SOLE DISPOSITIVE POWER	15,688 shares
		SHARED DISPOSITIVE POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.
	7		
	8		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON 345,142

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.9%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98954A107 13 G Page 9 of 19

1 NAME OF REPORTING PERSON Peter Fenton
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

SOLE VOTING POWER

5 0 shares

SHARED VOTING POWER

6 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER

0 shares

SHARED DISPOSITIVE POWER

8 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9
 REPORTING PERSON 329,454

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.8%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. 98954A107 13 G Page 10 of 19

1 NAME OF REPORTING PERSON J. William Gurley
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒ x

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4
U.S. Citizen

SOLE VOTING POWER
105,706 shares, of which 19,576 are issuable pursuant to outstanding options exercisable within 560 days of December 31, 2013.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
105,706 shares, of which 19,576 are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2013.

8 SHARED DISPOSITIVE POWER
329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Gurley, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 435,160

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.1%

12 TYPE OF REPORTING PERSON
IN

CUSIP NO. 98954A107 13 G Page 11 of 19

1 NAME OF REPORTING PERSON Kevin R. Harvey
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	121,197 shares
		SHARED VOTING POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109
	6		are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the
			general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V,
			may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER	121,197 shares
		SHARED DISPOSITIVE POWER	329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by
	8		BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109
		are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the	
		general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V,	
		may be deemed to have shared power to dispose of these shares.	

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON	450,651
------------------	---------

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	..
--	----

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

1.1%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 98954A107 13 G Page 12 of 19

1 NAME OF REPORTING PERSON Robert C. Kagle
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

SOLE VOTING POWER

5 68,394 shares

SHARED VOTING POWER

6 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER

68,394 shares

SHARED DISPOSITIVE POWER

8 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9
 REPORTING PERSON 397,848

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 1.0%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. 98954A107 13 G Page 13 of 19

1 NAME OF REPORTING PERSON Mitchell H. Lasky
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

SOLE VOTING POWER

5 0 shares

SHARED VOTING POWER

6 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Lasky, a member of BCMC V, may be deemed to have shared power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER

0 shares

SHARED DISPOSITIVE POWER

8 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Lasky, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9
 REPORTING PERSON 329,454

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.8%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. 98954A107 13 G Page 14 of 19

1 NAME OF REPORTING PERSON Steven M. Spurlock
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
 (a) ☐ (b) ☒ x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 U.S. Citizen

SOLE VOTING POWER
 3,283 shares

5

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 3,283 shares

8 SHARED DISPOSITIVE POWER
 329,454 shares, of which 251,915 are directly owned by BCP V, 30,870 are directly owned by BFF V, 5,910 are directly owned by BFF V-A, 4,650 are directly owned by BFF V-B and 36,109 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON 332,737

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) ..

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.8%

TYPE OF REPORTING PERSON

12 IN

CUSIP NO. 98954A107 13 G Page 15 of 19

This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership ("BCP V"), Benchmark Founders' Fund V, L.P., a Delaware limited partnership ("BFF V"), Benchmark Founders' Fund V-A, L.P., a Delaware limited partnership ("BFF V-A"), Benchmark Founders' Fund V-B, L.P., a Delaware limited partnership ("BFF V-B"), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company ("BCMC V"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER

Zillow, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1301 Second Avenue
Floor 31
Seattle, WA 98101

NAME OF PERSONS FILING

ITEM 2(A). This Statement is filed by BCP V, BFF V, BFF V-A, BFF V-B, BCMC V, Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Mitchell H. Lasky ("Lasky") and Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock
CUSIP # 98954A107

ITEM 3. Not Applicable.

OWNERSHIP

ITEM 4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 98954A107 13 G Page 16 of 19

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

CUSIP NO. 98954A107 13 G Page 17 of 19

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

BENCHMARK CAPITAL
PARTNERS V, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-A,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. V,
L.L.C., a Delaware
Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
BRUCE W. DUNLEVIE

PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
MITCHELL H. LASKY
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

CUSIP NO. 98954A107 13 G Page 18 of 19

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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Exhibit A: Agreement of Joint Filing	19
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CUSIP NO. 98954A107 13 G Page 19 of 19

exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Zillow, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.