

FENTON PETER H
 Form 3
 July 19, 2011

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

OMB APPROVAL

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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 *

Â Benchmark Capital Management Co. V, L.L.C.
 (Last) (First) (Middle)

2480 SAND HILL ROAD,
 SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/19/2011

3. Issuer Name and Ticker or Trading Symbol

ZILLOW INC [Z]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

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

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 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)

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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 Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock	1,716,194 (1)	\$ (1)	I	See Footnote (2)
Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock	210,300 (1)	\$ (1)	I	See Footnote (3)
Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock	40,264 (1)	\$ (1)	I	See Footnote (4)
Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock	31,684 (1)	\$ (1)	I	See Footnote (5)
Series A Preferred Stock	Â (1)	Â (1)	Class A Common Stock	2,244,440 (1)	\$ (1)	I	See Footnote (6)
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock	171,620 (1)	\$ (1)	I	See Footnote (2)
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock	21,030 (1)	\$ (1)	I	See Footnote (3)
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock	4,026 (1)	\$ (1)	I	See Footnote (4)
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock	3,168 (1)	\$ (1)	I	See Footnote (5)
Series B Preferred Stock	Â (1)	Â (1)	Class A Common Stock	224,443 (1)	\$ (1)	I	See Footnote (6)
Series C Preferred Stock	Â (1)	Â (1)	Class A Common Stock	97,875 (1)	\$ (1)	I	See Footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Class A Common Stock	11,994 (1)	\$ (1)	I	See Footnote (3)
Series C Preferred Stock	Â (1)	Â (1)	Class A Common Stock	2,296 (1)	\$ (1)	I	See Footnote (4)
Series C Preferred Stock	Â (1)	Â (1)	Class A Common	1,807 (1)	\$ (1)	I	See Footnote (5)

			Stock				
			Class A				
Series C Preferred Stock	Â (1)	Â (1)	Common	128,001 (1)	\$ (1)	I	See Footnote (6)
			Stock				

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	Â	Â X	Â	Â
Benchmark Capital Partners V L P 2480 SAND HILL ROAD, SUITE 20 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND V LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Benchmark Founders Fund V-A LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
Benchmark Founders Fund V-B LP 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BALKANSKI ALEXANDRE 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
DUNLEVIE BRUCE 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
FENTON PETER H 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
LASKY MITCHELL 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
HARVEY KEVIN 2480 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â

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

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/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, 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 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) Preferred Stock is convertible at the holder's election into Class A Common Stock at the then effective conversion rate, currently 3.38-to-1, and has no expiration date. In addition, Preferred Stock automatically converts into Class A Common Stock at the then effective conversion rate (i) with the approval of holders of at least 70% of the outstanding shares of Preferred Stock or (ii) 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.
- (2) Shares owned by Benchmark Capital Partners V, L.P. ("BCP V").
- (3) Shares owned by Benchmark Founders' Fund V, L.P. ("BFF V").
- (4) Shares owned by Benchmark Founders' Fund V-A, L.P. ("BFF V-A").
- (5) Shares owned by Benchmark Founders' Fund V-B, L.P. ("BFF V-B").
- (6) 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 8,777,471 shares of the Preferred Stock. BCMC V and each of its managing members disclaim beneficial ownership of these shares of the Preferred 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.

Â

Remarks:

AlexandreÂ Balkanski,Â BruceÂ W.Â Dunlevie,Â J.Â WilliamÂ Gurley,Â KevinÂ R.Â Harvey,Â RobertÂ C.Â Kagle,Â Ste

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This report is one of three reports, each on a separate Form 3, but relating to the same disclosure Exhibit 24 filed herewith.

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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