

ZILLOW GROUP, INC.  
Form 8-K  
May 12, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): May 12, 2015**

**ZILLOW GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Washington**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-36853**  
**(Commission**  
**File Number)**

**47-1645716**  
**(I.R.S. Employer**  
**Identification Number)**

**1301 Second Avenue, Floor 31, Seattle, Washington**  
**(Address of principal executive offices)**

**(206) 470-7000**

**98101**  
**(Zip Code)**

**<https://twitter.com/zillowgroup>**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

Zillow Group, Inc. today issued a press release announcing its financial results for the fiscal quarter ended March 31, 2015. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Items 2.02 and 9.01 of this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

**Exhibit**

**Number**

**Description**

|      |  |
|------|--|
| 99.1 | Press release dated May 12, 2015 entitled Zillow Group Reports First Quarter 2015 Consolidated Results; Reaffirms Full-Year 2015 Outlook issued by Zillow Group, Inc. on May 12, 2015. |
|------|--|

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 12, 2015

**ZILLOW GROUP, INC.**

By: /s/ SPENCER M. RASCOFF

Name: Spencer M. Rascoff

Title: Chief Executive Officer

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

|      |  |
|------|--|
| 99.1 | Press release dated May 12, 2015 entitled Zillow Group Reports First Quarter 2015 Consolidated Results; Reaffirms Full-Year 2015 Outlook issued by Zillow Group, Inc. on May 12, 2015. |
|------|--|