

ZILLOW INC
Form 8-A12B
July 13, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ZILLOW, INC.

(Exact name of registrant as specified in its charter)

Washington
(State of incorporation or organization)

999 Third Avenue, Suite 4600

Seattle, Washington

20-2000033
(I.R.S. Employer Identification No.)

98104

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(206) 470-7000
(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered
Class A Common Stock, par value \$0.0001 per share

Name of each exchange on which each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-173570

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

Zillow, Inc. (the Registrant) hereby incorporates by reference the description of its Class A common stock, par value \$0.0001 per share, to be registered hereunder, contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-173570), as originally filed with the Securities and Exchange Commission (the Commission) on April 18, 2011, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 13, 2011

ZILLOW, INC.

By: /s/ Spencer M. Rascoff

Spencer M. Rascoff

Chief Executive Officer