## SAINT FREDERICK G.

Form 4
April 30, 2012

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: January 31, |
| subject to | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |  |
| Section 16. | SECURITIES | burden hours per |
| Form 4 or |  | response... 0.5 |
| Form 5 obligations may continue | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> SAINT FREDERICK G. | 2. Issuer Name and Ticker or Trading <br> Symbol <br> LoopNet, Inc. [LOOP] |
| :--- | :--- |
| (Last) | (First) |
| (Middle) | 3. Date of Earliest Transaction <br> (Month/Day/Year) |
| C/O LOOPNET, INC., 2100 E. | 04/30/2012 |
| ROUTE, SUITE 200 |  |
| (Street) | 4. If Amendment, Date Original |
|  | Filed(Month/Day/Year) |

GLENDORA, CA 91740

| (City) | (State) (Zip) Ta |  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. <br> Transact <br> Code <br> (Instr. 8) <br> Code | 4. Securiti <br> (A) or Dis <br> (D) <br> (Instr. 3, 4 <br> Amount | es Acquired posed of and 5) <br> (A) or (D) Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 04/30/2012 |  | D | 20,924 | D (1) | 0 | D |  |
| Common Stock | 04/30/2012 |  | D | 75,000 | D (2) | 0 | D |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02) required to respond unless the form displays a currently valid OMB control number.

## Edgar Filing: SAINT FREDERICK G. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed <br> Execution Date, if any (Month/Day/Year) | 4. <br> 5. Number of TransactiorDerivative Code Securities <br> (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |  |  | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V | (A) | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amount or Number of Shares |

Stock

| Option <br> (Right to <br> Buy) | $\$ 11.13$ | $04 / 30 / 2012$ | D | 150,000 | (3) | $08 / 31 / 2017$ | Common <br> Stock | 150,000 |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| Stock |  |  |  |  |  |  |  |  |
| Option <br> (Right to | $\$ 22.29$ | $04 / 30 / 2012$ | D | 75,000 | (4) | $08 / 08 / 2014$ | Common <br> Stock | 75,000 |

Buy)

## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
SAINT FREDERICK G.
C/O LOOPNET, INC.
2100 E. ROUTE, SUITE 200
GLENDORA, CA 91740

## Signatures

/s/ Maria T. Valles, as
Attorney-in-Fact
SVP - Product \& Bus. Dev.
**Signature of Reporting Person Date

## Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 \mathrm{ff}(\mathrm{a})$.
Disposed of pursuant to a merger agreement, dated April 27, 2011, as amended, between the issuer, CoStar Group, Inc. ("Parent") and
(1) Lonestar Acquisition Sub, Inc. (the "Merger Agreement") in exchange for a unit consisting of (i) $\$ 16.50$ in cash without interest and (ii) 0.03702 shares of the Parent Common Stock per share (the "Merger Consideration").

Disposed of pursuant to the Merger Agreement. The securities disposed were restricted stock units granted on September 1, 2010, that were subject to performance-based vesting, the conditions for which were not met as of the time of the merger. Pursuant to the Merger
(2) Agreement, the vesting of all such securities fully accelerated, and two thirds of such restricted stock units were cancelled in exchange for the Merger Consideration, and one third of such restricted stock units were cancelled in exchange for 6,758 shares of Parent common stock.
(3) Disposed of pursuant to the Merger Agreement. This option was granted on September 1, 2010, and was subject to performance-based vesting, the conditions for which were not met as of the time of the merger. Pursuant to the Merger Agreement, the vesting of all such options fully accelerated, and two thirds of such options were cancelled in exchange for the Merger Consideration, less the exercise price

## Edgar Filing: SAINT FREDERICK G. - Form 4

of the option, and one third of such options were cancelled in exchange for 5,647 shares of Parent common stock.
(4) Disposed of pursuant to the Merger Agreement. This option provided for a vesting of $25 \%$ of the shares vested on August 9, 2008 and $1 / 48$ th per month thereafter. Pursuant to the Merger Agreement, this option was cancelled for no consideration.
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.

