

WITHROW WAYNE
Form 4
December 16, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
WITHROW WAYNE

2. Issuer Name and Ticker or Trading Symbol
SEI INVESTMENTS CO [SEIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE FREEDOM VALLEY DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

(Street)
OAKS, PA

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (right to buy)	\$ 23.86	12/14/2010			M		35,000		12/14/2017	12/14/2020	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITHROW WAYNE ONE FREEDOM VALLEY DRIVE OAKS, PA			Executive Vice President	

Signatures

Ruth Montgomery (attorney in fact) 12/16/2010

**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. 78ff(a).

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. yle="DISPLAY: block; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="center">Aggregate Offering

Price (2)
Amount of
Registration
Fee (2)

Common Stock
\$.01 par value

1,476,000 shares

\$76.76

\$113,297,760

\$12,984

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares as may be issued under the CoStar Group, Inc. 2007 Stock Incentive Plan, as amended, as a result of adjustments to the number of outstanding shares of Common Stock by reason of any recapitalization, stock split, stock dividend or similar transaction, and any other securities with respect to which the outstanding shares of Common Stock are converted or exchanged.

(2) Pursuant to Rules 457(c) and (h)(1) under the Securities Act of 1933, as amended, the Registrant has computed the maximum offering price for the 1,476,000 shares to be registered solely for the purpose of computing the registration fee by reference to the average of the high and low sale prices for the Registrant's Common Stock as quoted on the Nasdaq Global Select Market on June 25, 2012.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

This Registration Statement on Form S-8 is filed by CoStar Group, Inc., a Delaware corporation (the “Registrant” or the “Company”), relating to 1,476,000 shares of the Company’s Common Stock, par value \$0.01 per share (the “Common Stock”), issuable under the CoStar Group, Inc. 2007 Stock Incentive Plan, as amended (the “Plan”), which Common Stock is in addition to the 3,170,000 shares of Common Stock registered on the Company’s Form S-8 filed on June 22, 2007 (Commission File No. 333-143968) (the “2007 Prior Registration Statement”) and the 1,723,000 shares of Common Stock registered on the Company’s Form S-8 filed on June 9, 2010 (Commission File No. 333-167424) (the “2010 Prior Registration Statement” and together with the 2007 Prior Registration Statement, the “Prior Registration Statements”). The Company is registering 1,476,000 shares on this Form S-8 because the amendment to the Plan approved by the Company’s stockholders on June 5, 2012 authorizes the issuance of an additional 900,000 shares under the Plan (the “Additional Shares”), plus, as provided by the Plan: (i) shares available to be issued under the Plan upon the cancellation, expiration or forfeiture of awards of the Additional Shares, currently estimated to be up to 90,000 shares and (ii) shares received by the Company and available to be issued under the Plan as the result of the exchange of shares by a participant in the Plan as full or partial payment of the exercise price and/or tax withholding with respect to awards of the Additional Shares, currently estimated to be up to 486,000 shares.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to the 1,476,000 shares of Common Stock not previously registered.

Item 8. Exhibits

Exhibit No.	Description
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- | | |
|-------|---|
| 4.1 | Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on June 8, 2012). |
| 4.3 | Amended and Restated By-Laws (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on April 6, 2011). |
| 4.4 | Specimen Common Stock Certificate (Incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-4/A of the Registrant (Reg. No. 333-174214) filed with the Commission on June 3, 2011). |
| 5.1* | — Opinion of Gibson, Dunn & Crutcher LLP. |
| 23.1* | — Consent of the Company's Independent Registered Public Accounting Firm. |
| 23.2* | — Consent of LoopNet, Inc.'s Independent Registered Public Accounting Firm. |
| 23.3* | Consent of Gibson, Dunn & Crutcher LLP (Contained in Exhibit 5.1). |
| 24.1* | — Powers of Attorney (Included in the Signature Pages to the Registration Statement). |
| 99.1 | CoStar Group, Inc. 2007 Stock Incentive Plan, as amended (Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on June 8, 2012). |

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on June 27, 2012.

COSTAR GROUP, INC.

By: /s/ Andrew C. Florance
 Andrew C. Florance
 Chief Executive Officer and President

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Andrew C. Florance and Brian J. Radecki, and each of them, his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as might or could be done in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	CAPACITY	DATE
/s/ Michael R. Klein Michael R. Klein	Chairman of the Board	June 27, 2012
/s/ Andrew C. Florance Andrew C. Florance	Chief Executive Officer, President, and a Director (Principal Executive Officer)	June 27, 2012
/s/ Brian J. Radecki Brian J. Radecki	Chief Financial Officer, (Principal Financial Officer and Principal Accounting Officer)	June 27, 2012
/s/ David Bonderman David Bonderman	Director	June 27, 2012

Explanation of Responses:

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Director June 27, 2012

/s/ Michael J. Glosserman
Michael J. Glosserman

Director June 27, 2012

/s/ Warren H. Haber
Warren H. Haber

Director June 27, 2012

/s/ Christopher J. Nassetta
Christopher J. Nassetta

Director June 21, 2012

/s/ David J. Steinberg
David J. Steinberg

INDEX TO EXHIBITS

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