

ZILLOW INC
Form POS462B
February 18, 2015

As filed with the Securities and Exchange Commission on February 18, 2015

Registration No. 333-183756

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ZILLOW, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of

20-2000033
(I.R.S. Employer

incorporation or organization) **Identification Number)**
1301 Second Avenue, Floor 31
Seattle, Washington 98101
(206) 470-7000
www.zillow.com

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Spencer M. Rascoff
Chief Executive Officer
Zillow, Inc.
1301 Second Avenue, Floor 31
Seattle, Washington 98101
(206) 470-7000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David F. McShea
Andrew B. Moore
Perkins Coie LLP
1201 Third Avenue, Suite 4900
Seattle, Washington 98101-3099
(206) 359-8000

Kathleen Philips
Chief Operating Officer and Secretary
Zillow, Inc.
1301 Second Avenue, Floor 31
Seattle, Washington 98101
(206) 470-7000

Approximate date of commencement of proposed sale to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

EXPLANATORY NOTE

Effective February 17, 2015, pursuant to the Agreement and Plan of Merger among Zillow, Inc. (Registrant), Zillow Group, Inc. (f/k/a Zebra Holdco, Inc.) and Trulia, Inc. (Trulia), dated as of July 28, 2014, Registrant completed its acquisition of Trulia under a new holding company, Zillow Group, Inc. (Zillow Group). The acquisition was effected by (i) merging a newly formed direct subsidiary of Zillow Group with and into Registrant, with Registrant surviving the merger as a wholly owned direct subsidiary of Zillow Group (the Registrant Merger); and (ii) merging a newly formed direct subsidiary of Zillow Group with and into Trulia, with Trulia surviving the merger as a wholly owned direct subsidiary of Zillow Group (together with the Registrant Merger, the Mergers). In connection with the Mergers, Registrant has terminated all offerings of its securities pursuant to the Registration Statement on Form S-3 (Registration Statement 333-183756) (the Registration Statement).

This Post-Effective Amendment No. 1 to the Registration Statement is being filed solely for the purpose of deregistering any and all securities registered under the Registration Statement that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Zillow, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 18th day of February, 2015.

ZILLOW, INC.

By: /s/ SPENCER M. RASCOFF
Name: Spencer M. Rascoff
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No.1 the Registration Statement on Form S-3 has been signed by the following persons in the capacities indicated below on February 18, 2015.

| Signature | Title |
|------------------------|--|
| /s/ SPENCER M. RASCOFF | Chief Executive Officer and Director |
| Spencer M. Rascoff | (Principal Executive Officer) |
| /s/ CHAD M. COHEN | Chief Financial Officer and Treasurer |
| Chad M. Cohen | (Principal Financial and Accounting Officer) |