

ZILLOW INC
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Zillow, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

98954A107
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 17

CUSIP NO. 98954A107 13 G Page 2 of 18

1 NAME OF REPORTING PERSON Benchmark Capital Partners V, L.P. ("BCP V")
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
 1,007,661 shares, except that Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 1,007,661 shares, except that BCMC V, the general partner of BCP V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,007,661

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.9%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 98954A107 13 G Page 3 of 18

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V, L.P. ("BFF V")
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 123,478 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 123,478 shares, except that BCMC V, the general partner of BFF V, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 123,478

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 98954A107 13 G Page 4 of 18

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-A, L.P. ("BFF V-A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
23,640 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
23,640 shares, except that BCMC V, the general partner of BFF V-A, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 23,640

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 98954A107 13 G Page 5 of 18

1 NAME OF REPORTING PERSON Benchmark Founders' Fund V-B, L.P. ("BFF V-B")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
18,603 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
18,603 shares, except that BCMC V, the general partner of BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,603

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 98954A107 13 G Page 6 of 18

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. V, L.L.C.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .. (b) x
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock, the members of BCMC V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,317,819

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1%

12

TYPE OF REPORTING PERSON

00

CUSIP NO. 98954A107 13 G Page 7 of 18

1	NAME OF REPORTING PERSON	Alexandre Balkanski	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) .. (b) x
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S. Citizen	
	5	SOLE VOTING POWER	
		0 shares	
	NUMBER OF	SHARED VOTING POWER	
	SHARES	1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by	
	BENEFICIALLY	6 BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC V, may be deemed to have shared power to vote these	
	OWNED BY EACH	shares.	
	REPORTING	7 SOLE DISPOSITIVE POWER	
		0 shares	
	PERSON	SHARED DISPOSITIVE POWER	
	WITH	1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by	
		8 BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Balkanski, a member of BCMC V, may be deemed to have shared power to have shared	
		power to dispose of these shares.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,317,819
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		5.1%
12	TYPE OF REPORTING PERSON		IN

CUSIP NO. 98954A107 13 G Page 8 of 18

1 NAME OF REPORTING PERSON Bruce W. Dunlevie

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

SHARED DISPOSITIVE POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Dunlevie, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,317,819

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 98954A107 13 G Page 9 of 18

1 NAME OF REPORTING PERSON Peter Fenton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Fenton, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,317,819

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 98954A107 13 G Page 10 of 18

1 NAME OF REPORTING PERSON J. William Gurley
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

SOLE VOTING POWER

5 13,438 shares issuable pursuant to outstanding options exercisable within 60 days of
 NUMBER OF December 31, 2012.

SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SHARED VOTING POWER

6 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly
 owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by
 BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with
 BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and
 Gurley, a member of BCMC V, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7 13,438 shares issuable pursuant to outstanding options exercisable within 60 days of
 December 31, 2012.

SHARED DISPOSITIVE POWER

8 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly
 owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by
 BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with
 BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and
 Gurley, a member of BCMC V, may be deemed to have shared power to dispose of these
 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 1,331,257

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1%

12

TYPE OF REPORTING PERSON

IN

CUSIP NO. 98954A107 13 G Page 11 of 18

1 NAME OF REPORTING PERSON Kevin R. Harvey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Harvey, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,317,819
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	5.1%
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12	TYPE OF REPORTING PERSON	IN
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CUSIP NO. 98954A107 13 G Page 12 of 18

1 NAME OF REPORTING PERSON Robert C. Kagle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Kagle, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,317,819
---	--	-----------

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	..
----	--	----

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	5.1%
----	---	------

12	TYPE OF REPORTING PERSON	IN
----	--------------------------	----

CUSIP NO. 98954A107 13 G Page 13 of 18

1 NAME OF REPORTING PERSON Steven M. Spurlock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SHARED VOTING POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

SHARED DISPOSITIVE POWER

1,317,819 shares, of which 1,007,661 are directly owned by BCP V, 123,478 are directly owned by BFF V, 23,640 are directly owned by BFF V-A, 18,603 are directly owned by BFF V-B and 144,437 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,317,819

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 98954A107 13 G Page 14 of 18

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership (“BCP V”), Benchmark Founders’ Fund V, L.P., a Delaware limited partnership (“BFF V”), Benchmark Founders’ Fund V-A, L.P., a Delaware limited partnership (“BFF V-A”), Benchmark Founders’ Fund V-B, L.P., a Delaware limited partnership (“BFF V-B”), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company (“BCMC V”), and Alexandre Balkanski (“Balkanski”), Bruce W. Dunlevie (“Dunlevie”), Peter Fenton (“Fenton”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Robert C. Kagle (“Kagle”) and Steven M. Spurlock (“Spurlock”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM
1(A). NAME OF ISSUER

Zillow, Inc.

ITEM
1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1301 Second Avenue
Floor 31
Seattle, WA 98101

ITEM
2(A). NAME OF PERSONS FILING

This Statement is filed by BCP V, BFF V, BFF V-A, BFF V-B, BCMC V, Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM
2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital
2480 Sand Hill Road, Suite 200
Menlo Park, California 94025

CITIZENSHIP

ITEM
2(C).

BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock
CUSIP # 98954A107

ITEM
3. Not Applicable.

ITEM
4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM
6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM
8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM
10. CERTIFICATION

Not applicable.

CUSIP NO. 98954A107 13 G Page 16 of 18

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

BENCHMARK CAPITAL
PARTNERS V, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-A,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND V-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. V,
L.L.C., a Delaware
Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Zillow, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.