

ZILLOW INC
Form 8-K
December 29, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): December 26, 2014

ZILLOW, INC.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

001-35237
(Commission
File Number)

20-2000033
(I.R.S. Employer
Identification Number)

1301 Second Avenue, Floor 31, Seattle, Washington

(Address of principal executive offices)

(206) 470-7000

98101

(Zip Code)

<https://twitter.com/zillow>

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

On September 3, 2014, Zillow, Inc. ("Zillow") and Trulia, Inc. ("Trulia") each announced that they had received a request for additional information and documentary material, commonly referred to as a "second request," from the Federal Trade Commission (the "FTC") in connection with Zillow's pending acquisition of Trulia (the "Proposed Transaction"). The second requests extended the waiting period to consummate the Proposed Transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 until the 30th day after substantial compliance by Zillow and Trulia with the requests, unless terminated sooner by the FTC. On September 24, 2014, Zillow entered into an agreement (the "Timing Agreement") with the FTC not to consummate the Proposed Transaction prior to 60 days after both Zillow and Trulia substantially comply with the second requests. On November 10, 2014, Zillow entered into an amendment to the Timing Agreement with the FTC not to consummate the Proposed Transaction prior to February 1, 2015. On December 26, 2014, Zillow entered into a second amendment to the Timing Agreement (as so amended, the "Amended Timing Agreement") with the FTC not to consummate the Proposed Transaction prior to 11:59 p.m. Eastern time on February 15, 2015. Neither the Timing Agreement nor the Amended Timing Agreement prevents the parties from consummating the Proposed Transaction sooner if the FTC grants early termination, closes its investigation or accepts for public comment a proposed consent agreement settling the matter. The parties anticipate that the Proposed Transaction will be completed in the first half of 2015.

No Offer or Solicitation

This communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 that involve risks and uncertainties, including, without limitation, statements regarding Zillow's proposed acquisition of Trulia. Statements containing words such as "may," "believe," "anticipate," "expect," "intend," "plan," "project," "will," "projections," "estimate," or similar expressions constitute forward-looking statements. Such forward-looking statements are subject to significant risks and uncertainties and actual results may differ materially from the results anticipated in the forward-looking statements. Factors that may contribute to such differences include, but are not limited to, the possibility that the transaction will not close, including, but not limited to, due to failure to obtain governmental approval. The foregoing list of risks and uncertainties is illustrative, but is not exhaustive. Additional factors that could cause results to differ materially from those anticipated in forward-looking statements can be found under the caption "Risk Factors" in Zillow's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, under the caption "Risk Factors" in the Registration/Joint Proxy Statement (as defined below), and in Zillow's other filings with the Securities and Exchange Commission (the "SEC"). Except as may be required by law, Zillow does not intend, nor undertake any duty, to update this information to reflect future events or circumstances.

Additional Information and Where to Find It

In connection with the Proposed Transaction, a new holding company, Zebra Holdco, Inc. ("Holdco"), has filed a Registration Statement on Form S-4 with the SEC (the "Registration/Joint Proxy Statement"), which includes a registration statement and final prospectus with respect to Holdco's shares to be issued in the Proposed Transaction and a definitive joint proxy statement of Zillow and Trulia with respect to the Proposed Transaction. The Registration/Joint Proxy Statement was declared effective by the SEC on November 17, 2014. **INVESTORS AND SECURITYHOLDERS ARE URGED TO READ THE REGISTRATION /JOINT PROXY STATEMENT**

REGARDING THE PROPOSED TRANSACTION BECAUSE IT CONTAINS IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND RELATED MATTERS. Investors and security holders can obtain free copies of the Registration /Joint Proxy Statement at the SEC's website at

www.sec.gov. Copies of the Registration/Joint Proxy Statement, and the filings that are incorporated by reference therein, may also be obtained, without charge, by contacting Zillow Investor Relations at (206) 470-7137 or by going to Zillow's website, www.zillow.com, under the heading "Investors". These documents may also be obtained, without charge, by contacting Trulia Investor Relations at (415) 400-7238 or going to Trulia's website, www.trulia.com, under the tab "Investor Relations".

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 29, 2014

ZILLOW, INC.

/s/ SPENCER M. RASCOFF

By:

Name: Spencer M. Rascoff

Title: Chief Executive Officer