

ZILLOW GROUP, INC.  
Form 8-K  
May 03, 2019

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): May 2, 2019

ZILLOW GROUP, INC.  
(Exact name of registrant as specified in its charter)

Washington                      001-36853      47-1645716  
(State or other jurisdiction    (Commission    (I.R.S. Employer  
of incorporation)              File Number)    Identification No.)

1301 Second Avenue, Floor 31, Seattle,      98101  
Washington  
(Address of principal executive offices)    (Zip Code)  
(206) 470-7000  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                 | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Class A Common Stock, par value \$0.0001 per share  | ZG                | The Nasdaq Global Select Market           |
| Class C Capital Stock, par value \$0.0001 per share | Z                 | The Nasdaq Global Select Market           |

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 2, 2019, the compensation committee of the board of directors (the “Board”) of Zillow Group, Inc. (the “Company” or “Zillow Group”) approved the termination of the annual incentive bonus arrangement with Greg Schwartz, the Company’s President, Media and Marketplaces, pursuant to which Mr. Schwartz was eligible to earn certain semi-annual cash bonuses based on generated Company revenue that exceeded pre-established revenue targets for the applicable period. In lieu of the foregoing, the compensation committee may, in its discretion, award a cash bonus to Mr. Schwartz based on such factors as it determines relevant and appropriate, including but not limited to, the performance of the Internet, Media and Technology and Mortgages reporting segments of the Company.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve risks and uncertainties. Forward-looking statements include all statements that are not historical facts and generally may be identified by terms such as “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect” or the negative plural of these words or similar expressions. Differences may result from actions taken by the Board, as well as from risks and uncertainties beyond the Company’s control. 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 Group, Inc.’s Form 10-K for the fiscal year ended December 31, 2018 and in the Company’s other filings with the Securities and Exchange Commission. Except as may be required by law, the Company does not intend, nor undertake any duty, to update this information to reflect future events or circumstances.



**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: May 3, 2019 ZILLOW GROUP, INC.

By: /s/ JENNIFER ROCK  
Name: Jennifer Rock  
Title: Chief Accounting Officer