

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Philips Kathleen</u> _____ (Last) (First) (Middle) <u>C/O ZILLOW GROUP, INC., 1301 SECOND AVENUE FLOOR 31</u> _____ (Street) <u>SEATTLE WA 98101</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZILLOW GROUP, INC. [ Z AND ZG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/01/2018		M		10,125	A	\$10.9934	12,015	D	
Class A Common Stock	08/01/2018		S		300 <sup>(1)</sup>	D	\$56.73	11,715	D	
Class A Common Stock	08/01/2018		S		9,825 <sup>(1)</sup>	D	\$56.2806 <sup>(2)</sup>	1,890	D	
Class C Capital Stock	08/01/2018		M		20,250	A	\$12.6833	24,030	D	
Class C Capital Stock	08/01/2018		S		1,400 <sup>(1)</sup>	D	\$56.1	22,630	D	
Class C Capital Stock	08/01/2018		S		18,850 <sup>(1)</sup>	D	\$55.4816 <sup>(3)</sup>	3,780	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$10.9934	08/01/2018		M			10,125	02/01/2014 <sup>(4)</sup>	01/24/2020	Class A Common Stock	10,125	\$0.0000	20,250	D	
Stock Option (Right to Buy)	\$12.6833	08/01/2018		M			20,250	02/01/2014 <sup>(4)</sup>	01/24/2020	Class C Capital Stock	20,250	\$0.0000	40,500	D	

**Explanation of Responses:**

- The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2018.
- The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.70 to \$56.69. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- The reported price is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.95. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.
- Date at which first vesting occurs is indicated. 1/4th of the total number of shares originally subject to the option become exercisable at the first vesting date and an additional 1/48th become exercisable each month thereafter until the option is fully vested.

/s/ Brad Owens, Attorney-in-Fact 08/02/2018

\*\* Signature of Reporting Person Date

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

\* 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.

**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 Number.**