

TRULIA, INC.
Form 425
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Filed by Zebra Holdco, Inc.

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Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Corporations: Zillow, Inc.

Commission File No.: 001-35237

Trulia, Inc.

Commission File No.: 001-35650

Article featured on Geekwire.com:

Shareholders approve Zillow's acquisition of Trulia

BY BLAIR HANLEY FRANK on December 18, 2014 at 11:27 am

Zillow's acquisition of Trulia just took another step towards completion today, with shareholders from both companies voting in favor of the deal. The two companies announced the results in a joint press release today, saying that they still anticipate the deal will be completed in early 2015.

Both Zillow CEO Spencer Rascoff and Trulia CEO Pete Flint were tweeting from their respective meetings this morning, with Flint posting a selfie from his meeting in San Francisco, and Rascoff sharing an image of the official vote counter reading the verdict.

The two companies announced the acquisition in July, which was valued at \$3.5 billion. The deal would put the two largest players in the real estate search business under one roof, though Zillow and Trulia plan to continue operating their own properties after the deal has closed. Right now, the deal is still awaiting approval from the FTC, which requested additional information about the tie-up earlier this year pushing back the projected completion date.

Update: Shares of both companies are trading down more than 3 percent today following the news.

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

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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

(the Proposed Transaction). Statements containing words such as may, believe, anticipate, expect, intend, 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 the 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 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 final 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 .