

COSTAR GROUP INC  
Form S-8  
September 14, 2015

As filed with the Securities and Exchange Commission on September 14, 2015

Registration No. 333-

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

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Delaware 52-2091509  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

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1331 L Street NW  
Washington, DC 20005

(Address, including zip code, of principal executive offices)

CoStar Group, Inc.  
Amended and Restated Employee Stock Purchase Plan  
(Full Title of the Plan)

Andrew C. Florance  
President and Chief Executive Officer  
CoStar Group, Inc.  
1331 L Street NW  
Washington, DC 20005  
(202) 346-6500  
Fax: (202) 346-6703

(Name, address, and telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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## CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (2) |
|--------------------------------------|----------------------------|-----------------------------------------------|-----------------------------------------------|--------------------------------|
| Common Stock<br>\$.01 par value      | 100,000 shares             | \$175.48                                      | \$17,548,000                                  | \$2,040                        |

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional shares as may be issued under the CoStar Group, Inc. Amended and Restated Employee Stock Purchase Plan as a result of adjustments to the number of outstanding shares of Common Stock by reason of any recapitalization, stock split, stock dividend or similar transaction.

(2) Pursuant to Rules 457(c) and (h)(1) under the Securities Act of 1933, as amended, the Registrant has computed the maximum offering price for the 100,000 shares to be registered solely for the purpose of computing the registration fee by reference to the average of the high and low sale prices for the Registrant's Common Stock as quoted on the Nasdaq Global Select Market on September 4, 2015.

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PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

This Registration Statement on Form S-8 is filed by CoStar Group, Inc., a Delaware corporation (the “Registrant” or the “Company”), relating to 100,000 shares of the Company’s Common Stock, par value \$0.01 per share (the “Common Stock”), issuable under the CoStar Group, Inc. Amended and Restated Employee Stock Purchase Plan (the “Plan”), which Common Stock is in addition to the 100,000 shares of Common Stock registered on the Company’s Form S-8 filed on July 11, 2006 (Commission File No. 333-135709) (the “Prior Registration Statement”). The Company is registering 100,000 shares on this Form S-8 because the amendment to the Plan approved by the Company’s stockholders on June 3, 2015 authorizes the issuance of an additional 100,000 shares under the Plan (the “Additional Shares”).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference and made part of this Registration Statement, except as amended hereby. Also pursuant to Instruction E to Form S-8, the filing fee is being paid only with respect to the 100,000 shares of Common Stock not previously registered.

Item 8. Exhibits

Exhibit

| No.   | Description                                                                                                                                                                                            |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1   | — Third Amended and Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on June 6, 2013).         |
| 4.2   | — Third Amended and Restated Bylaws (Incorporated by referenced to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on September 24, 2013)                         |
| 4.3   | — Specimen Common Stock Certificate (Incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-4 (Reg. No. 333-174214) filed with the Commission on June 3, 2011). |
| 4.4*  | — CoStar Group, Inc. Amended and Restated Employee Stock Purchase Plan.                                                                                                                                |
| 5.1*  | — Opinion of Gibson, Dunn & Crutcher LLP.                                                                                                                                                              |
| 23.1* | — Consent of Independent Registered Public Accounting Firm.                                                                                                                                            |
| 23.2* | — Consent of Gibson, Dunn & Crutcher LLP (Contained in Exhibit 5.1).                                                                                                                                   |
| 24.1* | — Powers of Attorney (Included in the Signature Pages to the Registration Statement).                                                                                                                  |

\* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Washington, District of Columbia, on September 14, 2015.

COSTAR GROUP, INC.

By: /s/ Andrew C. Florance  
Andrew C. Florance  
Chief Executive Officer and President

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Andrew C. Florance and Scott L. Yinger, and each of them, his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as might or could be done in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE

CAPACITY

DATE

/s/ Michael R. Klein      Chairman of the Board      September 14, 2015  
Michael R. Klein

/s/ Andrew C. Florance      Chief Executive Officer,      September 14, 2015  
Andrew C. Florance      President, and a Director  
(Principal Executive Officer)

/s/ Scott L. Yinger      Interim Chief Financial Officer      September 14,  
2015  
Scott L. Yinger      (Principal Financial Officer  
and Principal Accounting Officer)

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/s/ Michael J. Glosserman    Director            September 14, 2015  
Michael J. Glosserman

/s/ Warren H. Haber    Director            September 14, 2015  
Warren H. Haber

/s/ John W. Hill    Director            September 14, 2015  
John W. Hill

/s/ Christopher J. Nassetta    Director            September 14, 2015  
Christopher J. Nassetta

/s/ David J. Steinberg    Director            September 14, 2015  
David J. Steinberg

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INDEX TO EXHIBITS

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