

ZIPREALTY INC
Form 4
August 15, 2014

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
REALOGY GROUP LLC

2. Issuer Name and Ticker or Trading Symbol
ZIPREALTY INC [ZIPR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
175 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

MADISON, NJ 07940

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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	Price	
Common Stock, par value \$0.001 per share	08/14/2014		J		29,624,576 (1)	A \$ 6.75 47,201,012	I (3) See Footnote (3)
Common Stock, par value \$0.001 per share	08/14/2014		J		4,332,259 (2)	A \$ 6.75 51,533,271	I (3) See Footnote (3)

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REALOGY GROUP LLC 175 PARK AVENUE MADISON, NJ 07940		X		
Honeycomb Acquisition, Inc. 175 PARK AVENUE MADISON, NJ 07940		X		

Signatures

/s/ Anthony E. Hull, Executive Vice President, Chief Financial Officer and Treasurer of Honeycomb Acquisition, Inc. 08/15/2014
 **Signature of Reporting Person Date

/s/ Anthony E. Hull, Executive Vice President, Chief Financial Officer and Treasurer of Realogy Group LLC 08/15/2014
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Honeycomb Acquisition, Inc. acquired 29,624,576 shares of the ZipRealty, Inc.'s common stock from ZipRealty, Inc. pursuant to the exercise of its top-up option under the terms of the merger agreement dated as of July 15, 2014, among ZipRealty, Inc., Realogy Group LLC and Honeycomb Acquisition, Inc.

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- (2) Honeycomb Acquisition, Inc. acquired 4,332,259 shares of the ZipRealty, Inc.'s common stock through a "short-form" merger consummated on August 14, 2014 pursuant to the procedures set forth in Section 253 of the General Corporation Law of the State of Delaware.
- (3) Honeycomb Acquisition, Inc., prior to its merger with and into ZipRealty, Inc. on August 14, 2014 directly owned the listed shares. Realogy Group LLC indirectly owns 100% of the equity interest of Honeycomb Acquisition, Inc.

Remarks:

Exhibit 99.1 Joint Filing Agreement by and among Realogy Group LLC and Honeycomb Acquisition, Inc., dated July 15, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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