

ZIPREALTY INC
Form 3
August 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â REALOGY GROUP LLC | | | (Month/Day/Year) | ZIPREALTY INC [ZIPR] | |
| (Last) | (First) | (Middle) | 08/13/2014 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 175 PARK AVENUE | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| MADISON,Â NJÂ 07940 | | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |
| | | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.001 per share | 17,576,436 ⁽¹⁾ | I ⁽²⁾ | See Footnote (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

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 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 5(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. beneficially acquired the listed shares pursuant to a tender offer, which expired on August 13, 2014.
- (2) 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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.