

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 2, 2021

COSTAR GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

0-24531

(Commission File Number)

52-2091509

(I.R.S. Employer Identification No.)

1331 L Street, NW, Washington, DC

(Address of principal executive offices)

20005

(Zip Code)

Registrant's telephone number, including area code: (202) 346-6500

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock (\$0.01 par value)	CSGP	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the 2021 Annual Meeting of Stockholders of CoStar Group, Inc. (the “Company”) held on June 2, 2021 (the “Annual Meeting”), upon the recommendation of the Board of Directors of the Company (the “Board”), stockholders approved adoption of the Fourth Amended and Restated Certificate of Incorporation (the “Fourth A&R Charter”), which increases the total number of shares of common stock, par value \$0.01 per share (the “Common Stock”), that the Company is authorized to issue from 60 million to 1.2 billion and correspondingly increases the total number of shares of capital stock that the Company is authorized to issue from 62 million to 1.202 billion. The Fourth A&R Charter became effective upon filing with the Secretary of State of Delaware on June 7, 2021.

The foregoing description of the terms of the Fourth A&R Charter does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Fourth A&R Charter, which is filed herewith as Exhibit 3.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following items, which are more fully described in our proxy statement dated April 19, 2021, were submitted to a vote of the stockholders of CoStar Group at the Annual Meeting held on June 2, 2021. The final voting results are as follows:

1. The following nominees were elected to our Board of Directors to serve until the next annual meeting of the Company’s stockholders or until his or her successor is elected and qualified: Michael R. Klein, Andrew C. Florance, Laura Cox Kaplan, Michael J. Glosserman, John W. Hill, Robert W. Musslewhite, Christopher J. Nassetta and Louise S. Sams.

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Michael R. Klein	32,884,873	2,315,626	12,974	735,922
Andrew C. Florance	34,992,281	209,568	11,624	735,922
Laura Cox Kaplan	34,951,131	249,759	12,583	735,922
Michael J. Glosserman	34,311,325	889,202	12,946 % OF	735,922
John W. Hill	35,114,092	86,492	12,889	735,922
Robert W. Musslewhite	35,141,218	59,383	12,872	735,922
Christopher J. Nassetta	33,094,479	2,106,106	12,888	735,922
Louise S. Sams	35,146,698	54,019	12,756	735,922

2. The appointment of Ernst & Young, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021 was ratified upon the following vote:

Votes For	35,225,473
Votes Against	716,305
Abstentions	7,617

3. The advisory resolution on executive compensation was approved upon the following vote:

Votes For	29,439,165
Votes Against	5,532,238
Abstentions	242,070
Broker Non-Votes	735,922

4. The adoption of the Fourth A&R Charter was approved upon the following vote:

Votes For	34,823,653
Votes Against	1,103,178
Abstentions	22,564

5. The amendment and restatement of the CoStar Employee Stock Purchase Plan to increase the number of shares authorized for issuance thereunder was approved upon the following vote:

Votes For	35,180,853
Votes Against	28,472
Abstentions	4,148
Broker Non-Votes	735,922

6. The stockholder proposal regarding simple majority vote was approved upon the following vote:

Votes For	28,897,944
Votes Against	6,279,720
Abstentions	35,809
Broker Non-Votes	735,922

Item 8.01. Other Events.

On June 7, 2021, the Board approved and declared a 10-for-1 stock split in the form of a stock dividend. The Board set June 17, 2021 as the record date for the stock dividend. Each shareholder of record at the close of business on the record date will receive nine additional shares of Common Stock for each then-held share of Common Stock. The dividend shares are scheduled to be distributed after the close of trading on June 25, 2021. A copy of the press release announcing the stock split is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	CoStar Group, Inc. Fourth Amended and Restated Certificate of Incorporation, dated June 7, 2021.
99.1	Press release, dated June 7, 2021, issued by CoStar Group, Inc.
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COSTAR GROUP, INC.

Date: June 7, 2021

By:
/s/ Scott T. Wheeler

Name: Scott T. Wheeler
Title: Chief Financial Officer

**FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
COSTAR GROUP, INC.**

COSTAR GROUP, INC. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The name of the Corporation is CoStar Group, Inc.
2. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 2, 1998.
3. The Corporation was originally incorporated under the name Realty Information Group (Delaware), Inc. and subsequently changed its name to Realty Information Group, Inc.
4. Pursuant to Section 242 of the DGCL, the amendments and restatement herein set forth have been duly approved by the Board of Directors and the stockholders of the Corporation.
5. Pursuant to Section 245 of the DGCL, this Fourth Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Third Amended and Restated Certificate of Incorporation of the Corporation.
6. The text of the Third Amended and Restated Certificate of Incorporation is hereby amended and restated as follows:

ARTICLE ONE

The name of the Corporation is: CoStar Group, Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive in the City of Wilmington, County of New Castle, Delaware 19808.

The name of its registered agent at this address is Corporation Service Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Billion Two Hundred and Two Million (1,202,000,000) shares, of which Two Million (2,000,000) shares, designated as Preferred Stock, shall have a par value of \$0.01 per share (the

"Preferred Stock"), and One Billion Two Hundred Million (1,200,000,000) shares, designated as Common Stock, shall have a par value of \$0.01 per share (the "Common Stock").

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation is as follows:

PREFERRED STOCK

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more classes or series. Subject to the provisions of this Certificate of Incorporation and the limitations prescribed by law, the Board of Directors is expressly authorized by adopting resolutions to issue the shares, fix the number of shares and change the number of shares constituting any series, and to provide for or change the voting powers, designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, including dividend rights (and whether dividends are cumulative), dividend rates, terms of redemption (including sinking fund provisions), a redemption price or prices, conversion rights and liquidation preferences of the shares constituting any class or series of the Preferred Stock, without any further action or vote by the stockholders.

COMMON STOCK

1. Dividends.

Subject to the preferred rights of the holders of shares of any class or series of Preferred Stock as provided by the Board of Directors with respect to any such class or series of Preferred Stock, the holders of the Common Stock shall be entitled to receive, as and when declared by the Board of Directors out of the funds of the Corporation legally available therefor, such dividends (payable in cash, stock or otherwise) as the Board of Directors may from time to time determine, payable to stockholders of record on such dates, not exceeding 60 days preceding the dividend payment dates, as shall be fixed for such purpose by the Board of Directors in advance of payment of each particular dividend.

2. Liquidation.

In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the distribution or payment to the holders of shares of any class or series of Preferred Stock as provided by the Board of Directors with respect to any such class or series of Preferred Stock, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among and paid to the holders of Common Stock ratably in proportion to the number of shares of Common Stock held by them respectively.

3. Voting Rights.

Except as otherwise required by law or as provided by the Board of Directors with respect to any class or series of Preferred Stock, the entire voting power and all voting rights shall be vested exclusively in the Common Stock. Each holder of shares of Common Stock shall be entitled to one vote for each share standing in his name on the books of the Corporation.

STOCKHOLDER ACTION

Action by the stockholders of the Corporation may only be taken at an annual or special stockholders' meeting as described in the By-Laws of the Corporation. Stockholder action may not be taken by consent in lieu of a meeting.

ARTICLE FIVE

1. Board of Directors.

The number of directors of the Corporation shall consist of not less than two, the exact number to be fixed from time to time by the Board of Directors pursuant to a resolution adopted by the affirmative vote of a majority of the entire Board of Directors. No director need be a stockholder. The Directors shall be elected at each annual meeting of stockholders to hold office until their successors have been duly elected and qualified, or until he sooner resigns, is removed or becomes disqualified.

2. Vacancies.

Any vacancy on the Board of Directors resulting from death, retirement, resignation, disqualification or removal from office or other cause, as well as any vacancy resulting from an increase in the number of directors which occurs between annual meetings of the stockholders at which directors are elected, shall be filled only by a majority vote of the remaining directors then in office, even if less than a quorum. The directors chosen to fill vacancies shall hold office for a term expiring at the end of the next annual meeting of stockholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director unless otherwise removed.

Notwithstanding the foregoing, whenever the holders of one or more classes or series of Preferred Stock shall have the right, voting separately, as a class or series, to elect directors, the election, term of office, filling of vacancies, removal and other features of such directorships shall be governed by the terms of the resolution or resolutions adopted by the Board of Directors pursuant to ARTICLE FOUR applicable thereto, and each director so elected shall not be subject to the provisions of this ARTICLE FIVE unless otherwise provided therein.

3. Power to Make, Alter and Repeal By-laws.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation.

ARTICLE SIX

The Corporation reserves the right to amend, alter, change or repeal any provision in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

ARTICLE SEVEN

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the

Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE EIGHT

The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify each director and officer of the Corporation from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders, vote of disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such persons and the Corporation may purchase and maintain insurance on behalf of any director or officer to the extent permitted by Section 145 of the Delaware General Corporation Law.

ARTICLE NINE

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE TEN

The election of directors need not be by written ballot unless otherwise provided in the By-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned does make, file and record this Fourth Amended and Restated Certificate of Incorporation, and does certify that the facts stated herein are true, as of this 7th day of June, 2021.

COSTAR GROUP, INC.

By: /s/ Scott Wheeler

Name: Scott Wheeler

Title: Chief Financial Officer

CoStar Group Announces a Ten-for-One Stock Split

June 7, 2021

WASHINGTON – CoStar Group, Inc. (NASDAQ: CSGP), the leading provider of commercial real estate information, analytics and online marketplaces, announced today that its Board of Directors has approved and declared a ten-for-one split of CoStar Group's common stock in the form of a stock dividend in an effort to make stock ownership more accessible to employees and investors. The Board set June 17, 2021 as the record date for the stock dividend. Each stockholder of record at the close of business on the record date will receive a dividend of nine additional shares of common stock for each then-held share. The dividend shares are scheduled to be distributed after the close of trading on June 25, 2021 and to begin trading on a stock split-adjusted basis on June 28, 2021.

About CoStar Group

CoStar Group, Inc. (NASDAQ: CSGP) is the leading provider of commercial real estate information, analytics and online marketplaces. Founded in 1987, CoStar conducts expansive, ongoing research to produce and maintain the largest and most comprehensive database of commercial real estate information. Our suite of online services enables clients to analyze, interpret and gain unmatched insight on commercial property values, market conditions and current availabilities. STR provides premium data benchmarking, analytics and marketplace insights for the global hospitality sector. Ten-X provides a leading platform for conducting commercial real estate online auctions and negotiated bids. LoopNet is the most heavily trafficked commercial real estate marketplace online. Realla is the UK's most comprehensive commercial property digital marketplace. Apartments.com, ApartmentFinder.com, ForRent.com, ApartmentHomeLiving.com, Westside Rentals, AFTER55.com, CorporateHousing.com, ForRentUniversity.com and Apartamentos.com form the premier online apartment resource for renters seeking great apartment homes and provide property managers and owners a proven platform for marketing their properties. Homesnap is an industry-leading online and mobile software platform that provides user-friendly applications to optimize residential real estate agent workflow and reinforce the agent-client relationship. Homes.com offers real estate professionals brand and property advertising that connect consumers with real estate professionals. CoStar Group's websites attract tens of millions of unique monthly visitors. Headquartered in Washington, DC, CoStar maintains offices throughout the U.S. and in Europe, Canada and Asia with a staff of over 4,600 worldwide, including the industry's largest professional research organization. For more information, visit www.costargroup.com.

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