

COSTAR GROUP INC  
Form 8-K  
June 01, 2011

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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 1, 2011

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

Delaware (State or other jurisdiction of incorporation)	0-24531 (Commission File Number)	52-2091509 (I.R.S. Employer Identification No.)
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1331 L Street, NW, Washington, DC (Address of Principal executive offices)	20005 (Zip Code)
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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

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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))
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Item 8.01 Other Events.

On June 1, 2011, CoStar Group, Inc. (“CoStar”) issued 4,312,500 shares of its common stock, par value \$0.01 per share (the “Shares”), pursuant to a shelf registration statement filed with the U.S. Securities and Exchange Commission on Form S-3 (File No. 333-174407), for an aggregate purchase price of \$258,750,000, pursuant to an underwriting agreement, dated May 25, 2011 (the “Underwriting Agreement”), between CoStar and J.P. Morgan Securities LLC, as representative of the several Underwriters listed on Schedule 1 to the Underwriting Agreement, which agreement is filed herewith as Exhibit 1.1.

The opinion of Gibson, Dunn & Crutcher LLP, relating to the validity of the Shares offered and sold pursuant to the Underwriting Agreement, is filed herewith as Exhibit 5.1.

The foregoing description of the Underwriting Agreement and other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these documents and securities, forms or copies of which are incorporated by reference or are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) List of Exhibits

Exhibit No.	Description
Exhibit 1.1	Underwriting Agreement, dated May 25, 2011, between CoStar and J.P. Morgan Securities LLC, as representative of the several Underwriters listed on Schedule 1 to the Underwriting Agreement.
Exhibit 5.1	Opinion of Gibson, Dunn & Crutcher LLP
Exhibit 23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)

SIGNATURE

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 1, 2011

By:  
/s/ Brian J. Radecki

Name: Brian J. Radecki  
Title: Chief Financial Officer

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