

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**  
SEC Accession No. [0001181431-13-002866](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### Lewis John Hartnett

CIK: **1386292**

Type: **4** | Act: **34** | File No.: **000-51002** | Film No.: **13523901**

Mailing Address

388 MARKET STREET, SUITE  
920  
SAN FRANCISCO CA 94111

### ISSUER

#### ZIPREALTY INC

CIK: **1142512** | IRS No.: **943319956** | Fiscal Year End: **1231**  
SIC: **6531** Real estate agents & managers (for others)

Mailing Address

2000 POWELL STREET,  
SUITE 300  
EMERYVILLE CA 94608

Business Address

2000 POWELL STREET,  
SUITE 300  
EMERYVILLE CA 94608  
510-735-2600

#### OSMIUM CAPITAL LP

CIK: **1192534** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-51002** | Film No.: **13523904**

Mailing Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO X1 94111

Business Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO CA 94111  
415-362-2845

#### Osmium Partners, LLC

CIK: **1316729** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-51002** | Film No.: **13523905**

Mailing Address

388 MARKET, SUITE 920  
SAN FRANCISCO CA 94111

Business Address

388 MARKET, SUITE 920  
SAN FRANCISCO CA 94111  
415.362.4484

#### OSMIUM SPARTAN L P

CIK: **1367480** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-51002** | Film No.: **13523902**

Mailing Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO CA 94111

Business Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO CA 94111  
415-362-4483

#### Osmium Capital II, LP

CIK: **1451006** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **000-51002** | Film No.: **13523903**

Mailing Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO CA 94111

Business Address

388 MARKET STREET  
SUITE 920  
SAN FRANCISCO CA 94111  
415-362-2845

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Osmium Partners, LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>ZIPREALTY INC [ZIPR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
300 DRAKES LANDING ROAD, SUITE 172			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>GREENBRAE, CA 94904</b>								
(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	(A) or (D)	Price			
Common Stock	01/08/2013		P		21,000	A	\$2.84 <sup>(1)</sup>	923,113	I	By Osmium Capital, LP <sup>(2)</sup>
Common Stock	01/08/2013		P		20,000	A	\$2.84 <sup>(1)</sup>	284,102	I	Osmium Spartan, LP <sup>(2)</sup>
Common Stock	01/09/2013		P		15,000	A	\$3.1 <sup>(3)</sup>	299,102	I	By Osmium Spartan, LP <sup>(2)</sup>
Common Stock	01/10/2013		P		3,318	A	\$3.3 <sup>(4)</sup>	302,420	I	By Osmium Spartan, LP <sup>(2)</sup>
Common Stock								1,424,666	I	By Osmium Capital II, LP
Common Stock								14,600	I	By John H. Lewis directly.

**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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--	---	--

				of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
				Code	V						

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">Osmium Partners, LLC</a> 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
<a href="#">OSMIUM CAPITAL LP</a> 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
<a href="#">Osmium Capital II, LP</a> 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
<a href="#">OSMIUM SPARTAN L P</a> 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
<a href="#">Lewis John Hartnett</a> 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		

**Explanation of Responses:**

1. This transaction was executed in multiple trades at prices ranging from \$2.81 to \$3.00. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.
2. The general partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.
3. This transaction was executed in multiple trades at prices ranging from \$3.04 to \$3.10. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.
4. This transaction was executed in multiple trades at prices ranging from \$3.28 to \$3.30. The price reported above in Column 4 of Table I reflects the weighted average purchase price. The reporting persons hereby undertake to provide upon request to the SEC staff, the issuer or a security holder of the issuer complete information regarding the number of shares and prices at which each of the individual transactions was effected.

**Signatures**

[/s/ John H. Lewis, individually, and as Managing Member of Osmium Partners, LLC, for itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP, and Osmium Spartan, LP](#) 01/10/2013

\*\* Signature of Reporting Person

Date

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

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