#### SHARPLES BRIAN

Form 4

October 05, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction

30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

Symbol

1(b).

(Last)

(Print or Type Responses)

SHARPLES BRIAN

1. Name and Address of Reporting Person \*

(First)

1011 W. FIFTH STR 300	EET, SUITE	(Month/Day/Year 10/03/2012	·)			_X_ Director _X_ Officer (give pelow) Pres		% Owner ther (specify
(Street	)	4. If Amendment, Filed(Month/Day/Y	Č	nal		6. Individual or Jo Applicable Line)	•	
AUSTIN, TX 78703						_X_ Form filed by C Form filed by M Person		
(City) (State)	(Zip)	Table I - No	n-Derivativ	e Secu	ırities Acqu	ired, Disposed of	f, or Benefici	ally Owned
1.Title of Security (Month/Day (Instr. 3)	on Date 2A. Deem y/Year) Execution any (Month/D	Date, if Transact Code	iowr Dispos (Instr. 3, 4	ed of (		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)
Common Stock 10/03/201	12	M	24,000	A	\$ 19.97	81,346	D	
Common Stock 10/03/201	12	S(8)	24,000	D	\$ 25.0335 (7)	57,346	D	
Common Stock						1,047,513	I	By Moose Pond Investments, LP (1)
Common Stock						200,000	I	By Sharples Venture

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			Partners, LP			
Common Stock	11,402	I	By The Chloe Marie Sharples 1998 Trust			
Common Stock	11,402	I	By The Emma Jette Sharples 2002 Trust			
Common Stock	11,403	I	By The Hawken Drake Sharples 2009 Trust			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.						
	Persons who respond to the colle information contained in this for required to respond unless the foliable displays a currently valid OMB conumber.	SEC 1474 (9-02)				

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration D	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities (Month/Day		Year)	(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of					
	Security				(D)					
				(Instr. 3, 4,						
					and 5)					
						ъ.	T		Amount	
						Date	Expiration	Title	or	
				C 1 W	(A) (D)	Exercisable	Date		Number	
				Code V	(A) (D)				of Shares	
Stock Option	\$ 19.97	10/03/2012		M	24,000	<u>(6)</u>	02/10/2021	Common Stock	24,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Ž	Director	10% Owner	Officer	Other			
	X		President and CEO				

Reporting Owners 2

SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN. TX 78703

## **Signatures**

/s/ Melissa Fruge as Attorney-in-Fact for Brian Sharples

10/05/2012

\*\*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) The reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
- (2) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.
- (3) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
- (4) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by
- (5) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.
- (6) Vested as to 1/16th of the shares subject to the option on May 10, 2011 and as to 1/48th of the shares subject to the option each month thereafter.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.16
- (8) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance

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.

Signatures 3