

HOMEAWAY INC  
Form 4  
October 09, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN 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 \*  
**BRODY JEFFREY D**

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HOMEAWAY INC [AWAY]**

3. Date of Earliest Transaction (Month/Day/Year)  
10/04/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	10/04/2012		S <sup>(15)</sup>	12,928 D \$ 26	97,544	I	By Family Trust <sup>(1)</sup>
Common Stock					99,486	I	Redpoint Associates I, LLC <sup>(2)</sup> <sup>(3)</sup>
Common Stock					79,311	I	By Redpoint Associates II, LLC <sup>(4)</sup> <sup>(5)</sup>
Common Stock					3,879,911	I	By Redpoint Ventures I, L.P. <sup>(3)</sup> <sup>(6)</sup>

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Common Stock							3,430,040	I	By Redpoint Ventures II, L.P. <u>(5)</u> <u>(7)</u>
Common Stock							10,623	I	By Redpoint Omega Associates, LLC <u>(8)</u> <u>(9)</u>
Common Stock							375,646	I	By Redpoint Omega, L.P. <u>(9)</u> <u>(10)</u>
Common Stock							65,624	I	By Redpoint Technology Partners A-I, L.P. <u>(3)</u> <u>(11)</u>
Common Stock							410,543	I	By Redpoint Technology Partners Q-I, L.P. <u>(3)</u> <u>(12)</u>
Common Stock	10/04/2012		<u>S</u> <sup>(15)</sup>	1,862	D	\$ 26	15,493	I	By Partnership <u>(13)</u>
Common Stock	10/04/2012		<u>S</u> <sup>(15)</sup>	210	D	\$ 26	1,750	I	By Partnership <u>(14)</u>

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

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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 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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of



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- (15) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as entered into by the reporting person on September 11, 2012.

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.