

REDPOINT VENTURES I LP  
Form 4/A  
December 18, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**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 \*  
Redpoint Ventures II, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3000 SAND HILL  
ROAD, BUILDING 2, SUITE 290  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2012

\_\_\_ Director \_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Former 10% Owner

MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/07/2012

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

(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	12/05/2012		S		11,982	D	\$ 20.67 (2)	51,372 (1)	I	By Redpoint Technology Partners A-1, L.P. (5)
Common Stock	12/05/2012		S		74,983	D	\$ 20.67 (2)	321,357 (1)	I	By Redpoint Technology Partners Q-1, L.P. (5)
Common Stock	12/06/2012		S		7,174	D	\$ 20.43 (3)	44,198 (1)	I	By Redpoint Technology Partners A-1, L.P. (5)

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Common Stock	12/06/2012	S	44,893	D	\$ 20.43 (3)	276,464 (1)	I	By Redpoint Technology Partners Q-1, L.P. (5)
Common Stock	12/07/2012	S	3,858	D	\$ 20.08 (4)	40,340 (1)	I	By Redpoint Technology Partners A-1, L.P. (5)
Common Stock	12/07/2012	S	24,147	D	\$ 20.08 (4)	252,317 (1)	I	By Redpoint Technology Partners Q-1, L.P. (5)

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Ventures II, L.P. 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner
Redpoint Associates II, LLC 3000 SAND HILL ROAD				Former 10% Owner

BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Redpoint Ventures II, LLC  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT VENTURES I LP  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT ASSOCIATES I LLC  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT TECHNOLOGY PARTNERS A 1 LP  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT TECHNOLOGY PARTNERS Q 1 LP  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

Redpoint Ventures I, LLC  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 290  
MENLO PARK, CA 94025

Former 10% Owner

## Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC, which serves as the  
General Partner of Redpoint Ventures II, L.P.

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, a Manager of Redpoint Associates II, LLC

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the  
General Partner of Redpoint Ventures I, L.P.

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the  
Manager of Redpoint Associates I, LLC

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the  
General Partner of Redpoint Technology Partners A-I, L.P.

12/18/2012

\_\_Signature of Reporting Person

Date

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/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the  
General Partner of Redpoint Technology Partners Q-I, L.P.

12/18/2012

\_\_Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC

12/18/2012

\_\_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 original Form 4 inadvertently disclosed the incorrect amount of shares beneficially owned following the reported transactions. This amendment reflects the correct amount of shares following the reported transactions. No other amendments are being made to the original Form 4.

(2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.27 to \$21.00 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.28 to \$20.98 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.00 to \$20.35 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) Redpoint Ventures I, LLC ("RV I LLC") serves as the general partner of Redpoint Technology Partners A-1, L.P. ("RTP A") and Redpoint Technology Partners Q-1, L.P. ("RTP Q"). As such, RV I LLC has sole voting and investment control over the shares owned by RTP A and RTP Q, and may be deemed to beneficially own the shares held by RTP A and RTP Q. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

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

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