

HOMEAWAY INC  
Form 4  
August 04, 2015

**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 \*  
Marshall Christopher P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2015

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	08/01/2015		A	(1) 2,870 \$ 0	5,252	D (2)	
Common Stock					15,141	I	Marshall Carroll 2000 Trust (3)

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

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SEC 1474 (9-02)

number.

**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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 30.04	08/01/2015		A	7,447	<sup>(4)</sup> 08/01/2025	Common Stock	7,447
Stock Options (Right to Buy)	\$ 33.83					<sup>(5)</sup> 08/01/2024	Common Stock	6,150
Stock Options (Right to Buy)	\$ 25.54					<sup>(7)</sup> 06/06/2022	Common Stock	5,948

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			

## Signatures

Frederic D. Fenton, Authorized signatory for Christopher P. Marshall

08/04/2015

\*\*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).

- Represents restricted stock units awarded to the reporting person. 100% of the shares subject to the restricted stock units vest on the one-year anniversary of the vesting commencement date, such that the award will be fully-vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.

- These shares are held directly by Christopher P. Marshall. Christopher P. Marshall has sole voting and dispositive power over shares; however, TCV VI Management, L.L.C. ("TCV VI Management") and TCV VII Management, L.L.C. ("TCV VII Management") own 100% of the pecuniary interest with respect to 2,382 of such shares. Five individuals (collectively the "TCV VI Management Members") are members of TCV VI Management, and the TCV VI Management Members, together with Christopher P. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- Christopher P. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Christopher P. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- 1/12th of the shares of common stock subject to the option vests each month following the vesting commencement date, such that the award will be fully vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.

- (5) Fully vested on August 1, 2015.

- These options are held directly by Christopher P. Marshall. Christopher P. Marshall has sole voting and dispositive power over the options; however, TCV VI Management and TCV VII Management own 100% of the pecuniary interest therein. The TCV VI Management Members are members of TCV VI Management, and the TCV VI Management Members, together with Christopher P. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (7) Fully vested on April 1, 2015.

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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