

HOMEAWAY INC  
Form 4  
October 05, 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 \*  
**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)  
10/02/2012

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 Ownership Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
			Code	V	Amount					
Common Stock	10/02/2012		S		2,439	D	\$ 24.5	110,472	I	By Family Trust <u>(1)</u>
Common Stock								99,486	I	Redpoint Associates I, LLC <u>(2)</u> <u>(3)</u>
Common Stock								79,311	I	By Redpoint Associates II, LLC <u>(4)</u> <u>(5)</u>
Common Stock								3,879,911	I	By Redpoint Ventures I, L.P. <u>(3)</u> <u>(6)</u>

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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	10/02/2012		S	352	D	\$ 24.5	17,355	I	By Partnership <u>(13)</u>
Common Stock	10/02/2012		S	39	D	\$ 24.5	1,960	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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**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 Reported Transaction (Instr. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of



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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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