

HOMEAWAY INC  
Form 4  
February 26, 2014

**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

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)

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

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

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

02/24/2014

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2014		J <sup>(1)</sup>		850,448	D	\$ 0	1,463,765	I	TCV VI, L.P. <sup>(2)</sup>
Common Stock	02/24/2014		J <sup>(3)</sup>		1,402,210	D	\$ 0	2,413,441	I	TCV VII, L.P. <sup>(4)</sup>
Common Stock	02/24/2014		J <sup>(5)</sup>		728,183	D	\$ 0	1,253,327	I	TCV VII (A), L.P. <sup>(6)</sup>
Common Stock	02/24/2014		J <sup>(7)</sup>		19,159	D	\$ 0	32,974	I	TCV Member Fund, L.P. <sup>(8)</sup>
	02/24/2014		J <sup>(9)</sup>		218,990	A	\$ 0	218,990	I	

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Common Stock								Technology Crossover Management VI, L.L.C. <u>(10)</u>
Common Stock	02/24/2014	<u>J<sup>(11)</sup></u>	217,046	D	\$ 0	1,944	I	Technology Crossover Management VI, L.L.C. <u>(10)</u>
Common Stock	02/24/2014	<u>J<sup>(12)</sup></u>	6,528	A	\$ 0	7,823	I	Marshall Carroll 2000 Trust <u>(13)</u>
Common Stock	02/24/2014	<u>J<sup>(14)</sup></u>	284	A	\$ 0	284	I	Marshall Partners <u>(15)</u>
Common Stock	02/25/2014	S	1,867	D	\$ 45.3037 <u>(16)</u>	77	I	Technology Crossover Management VI, L.L.C. <u>(10)</u>
Common Stock	02/25/2014	S	77	D	\$ 46.25	0	I	Technology Crossover Management VI, L.L.C. <u>(10)</u>
Common Stock	02/25/2014	<u>J<sup>(17)</sup></u>	284	D	\$ 0	0	I	Marshall Partners <u>(15)</u>
Common Stock	02/25/2014	<u>J<sup>(18)</sup></u>	142	A	\$ 0	7,965	I	Marshall Carroll 2000 Trust <u>(13)</u>
Common Stock	02/25/2014	S	2,000	D	\$ 45.7625 <u>(19)</u>	5,965	I	Marshall Carroll 2000 Trust <u>(13)</u>
Common Stock	02/25/2014	M	10,714	A	\$ 22.07	10,714	D <u>(20)</u>	
Common Stock	02/25/2014	S	10,714	D	\$ 45.9932 <u>(21)</u>	0	D <u>(20)</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)
Stock Option	\$ 22.07	02/25/2014		M	10,714	06/06/2012 06/06/2022	Common Stock 10,714

## 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 02/26/2014

\*\*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) In kind pro-rata distribution from TCV VI, L.P. ("TCV VI") to its partners, without consideration.  
These shares are directly held by TCV VI. Christopher Marshall is an Assignee of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI. Christopher Marshall may be deemed to beneficially own the shares held by TCV VI but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) In kind pro-rata distribution from TCV VII, L.P. ("TCV VII") to its partners, without consideration.  
These shares are directly held by TCV VII. Christopher Marshall is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII. Christopher Marshall may be deemed to beneficially own the shares held by TCV VII but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (5) In kind pro-rata distribution from TCV VII (A), L.P. ("TCV VIII(A)") to its partners, without consideration.  
These shares are directly held by TCV VII (A). Christopher Marshall is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII (A). Christopher Marshall may be deemed to beneficially own the shares held by TCV VII (A) but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) In kind pro-rata distribution from TCV VII (A), L.P. ("TCV VIII(A)") to its partners, without consideration.  
These shares are directly held by TCV VII (A). Christopher Marshall is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII (A). Christopher Marshall may be deemed to beneficially own the shares held by TCV VII (A) but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (7) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.
- These shares are directly held by Member Fund. Christopher Marshall is a limited partner of Member Fund, an Assignee of TCM VI, and a Class A Director of Management VII. Each of TCM VI and Management VII is a general partner of Member Fund. Christopher Marshall may be deemed to beneficially own the shares held by Member Fund but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (8) Acquisition by TCM VI pursuant to an in kind pro-rata distribution by TCV VI to its partners, without consideration.
- These securities are directly held by TCM VI. Christopher Marshall is an Assignee of TCM VI. Christopher Marshall may be deemed to beneficially own the shares held by TCM VI but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) In kind pro-rata distribution by TCM VI to its partners, without consideration.
- (10) Acquisition by the Marshall Carroll 2000 Trust pursuant to an in kind pro-rata distribution by TCM VI and Member Fund to their partners, without consideration.
- 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. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) Acquisition by Marshall Partners pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- Mr. Marshall is a partner of Marshall Partners and may be deemed to beneficially own certain securities held by Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$44.88 to \$45.72 per share.
- (12) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (13) In kind pro-rata distribution by Marshall Partners to its partners, without consideration.
- (14) Acquisition by the Marshall Carroll 2000 Trust pursuant to transfer by Marshall Partners, without consideration.
- This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$45.75 to \$45.80 per share.
- (15) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- These options are held directly by Mr. Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management, L.L.C. and TCV VII Management, L.L.C. own 100% of the pecuniary interest therein. Mr. Marshall is a member of TCV VII Management, L.L.C.; however, he disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.
- This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$45.96 to \$46.09 per share.
- (16) The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (17) Not Applicable

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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