

HOMEAWAY INC
Form SC 13G/A
February 13, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

HomeAway, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

43739Q100
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 17

Exhibit Index on Page 15

CUSIP # 43739Q100 Page 2 of 17

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Austin Ventures VIII, L.P. ("AV VIII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) £ (b) S

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING PERSON WITH
-0-

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

£

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP # 43739Q100 Page 3 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 AV Partners VIII, L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) £ (b) S

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH 5 SOLE VOTING POWER
 REPORTING PERSON
 WITH

6 SHARED VOTING POWER
 -0-
 7 SOLE DISPOSITIVE POWER
 -0-
 8 SHARED DISPOSITIVE POWER
 -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON -0-
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.0%
 12 TYPE OF REPORTING PERSON
 PN

CUSIP # 43739Q100 Page 4 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Austin Ventures X, L.P. ("AV X")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) £ (b) S

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH 5 SOLE VOTING POWER
 REPORTING PERSON
 WITH

6 SHARED VOTING POWER
 -0-
 7 SOLE DISPOSITIVE POWER
 -0-
 8 SHARED DISPOSITIVE POWER
 -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON -0-
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.0%
 12 TYPE OF REPORTING PERSON
 PN

CUSIP # 43739Q100 Page 5 of 17

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AV Partners X, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) £ (b) S

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING PERSON WITH
-0-

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

£

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

PN

CUSIP # 43739Q100 Page 6 of 17

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AV Partners X, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) £ (b) S

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH 5 SOLE VOTING POWER
REPORTING PERSON WITH

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES

£

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

00

CUSIP # 43739Q100 Page 7 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Joseph C. Aragona
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2
 (a) £ (b) S
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
 12 TYPE OF REPORTING PERSON IN

CUSIP # 43739Q100 Page 8 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Kenneth P. DeAngelis
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) £ (b) S
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER	
SHARES			-0-
BENEFICIALLY			
OWNED BY EACH	6	SHARED VOTING POWER	
REPORTING			-0-
PERSON			
WITH			
	7	SOLE DISPOSITIVE POWER	
			-0-
	8	SHARED DISPOSITIVE POWER	
			-0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	£
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP # 43739Q100 Page 9 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Christopher A. Pacitti
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) £ (b) S

3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
 -0-

SHARES
 BENEFICIALLY
 OWNED BY EACH 6 SHARED VOTING POWER
 REPORTING -0-
 PERSON
 WITH

7 SOLE DISPOSITIVE POWER
 -0-
 8 SHARED DISPOSITIVE POWER
 -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES £

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.0%

12 TYPE OF REPORTING PERSON
 IN

CUSIP # 43739Q100 Page 10 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Philip S. Siegel
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2
 (a) £ (b) S
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES £
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
 12 TYPE OF REPORTING PERSON IN

CUSIP # 43739Q100 Page 11 of 17

NAME OF REPORTING
 1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 John D. Thornton
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) £ (b) S
 3 SEC USE ONLY
 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER	
SHARES			-0-
BENEFICIALLY			
OWNED BY EACH	6	SHARED VOTING POWER	
REPORTING			-0-
PERSON			
WITH			
	7	SOLE DISPOSITIVE POWER	
			-0-
	8	SHARED DISPOSITIVE POWER	
			-0-

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	£
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

CUSIP # 43739Q100 Page 12 of 17

This Amendment No. 2 amends the Statement on Schedule 13G previously filed (and amended by Amendment No. 1) by Austin Ventures VIII, L.P., a Delaware limited partnership, AV Partners VIII, L.P., a Delaware limited partnership, Austin Ventures X, L.P., a Delaware limited partnership, AV Partners X, L.P., a Delaware limited partnership, AV Partners X, L.L.C., a Delaware limited liability company, Joseph C. Aragona, Kenneth P. DeAngelis, Christopher A. Pacitti, Philip S. Siegel and John D. Thornton. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the person filing this Statement is provided as of December 31, 2013.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following S.

CUSIP # 43739Q100 Page 13 of 17

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

AUSTIN VENTURES VIII, L.P. /s/ Kevin Kunz
By AV Partners VIII, L.P., Signature
Its General Partner
Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS VIII, L.P. /s/ Kevin Kunz
Signature
Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AUSTIN VENTURES X, L.P. /s/ Kevin Kunz
By AV Partners X, L.P., Signature
Its General Partner
By AV Partners X, L.L.C., Kevin Kunz
Its General Partner Chief Financial Officer/Attorney-In-Fact

AV PARTNERS X, L.P. /s/ Kevin Kunz
By AV Partners X, L.L.C., Signature
Its General Partner
Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

AV PARTNERS X, L.L.C. /s/ Kevin Kunz
Signature
Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOSEPH C. ARAGONA /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

CUSIP # 43739Q100 Page 14 of 17

KENNETH P. DeANGELIS /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

CHRISTOPHER A. PACITTI /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

PHILIP S. SIEGEL /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

JOHN D. THORNTON /s/ Kevin Kunz
Signature

Kevin Kunz
Chief Financial Officer/Attorney-In-Fact

CUSIP # 43739Q100 Page 15 of 17

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	16
Exhibit B: Power of Attorney	17

CUSIP # 43739Q100 Page 16 of 17

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of HomeAway, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

CUSIP # 43739Q100 Page 17 of 17

EXHIBIT B

Power of Attorney

Kevin Kunz has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.