

SHARPLES BRIAN
Form 4
January 04, 2013

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 *
SHARPLES BRIAN

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)
1011 W. FIFTH STREET, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2012

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

(Street)
AUSTIN, TX 78703

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

(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	12/20/2012		G	V	195,000	D	\$ 0	837,513	I	By Moose Pond Investments, LP ⁽¹⁾
Common Stock	12/20/2012		G	V	65,000	A	\$ 0	65,000	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples ⁽¹¹⁾

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Common Stock	12/20/2012	G V	65,000	A	\$ 0	65,000	I	Sharples 2012 Irrevocable Trust UAD 12/10/12 FBO Emma Jette Sharples ⁽¹²⁾
Common Stock	12/20/2012	G V	65,000	A	\$ 0	65,000	I	Sharples 2012 Irrevocable Trust DTD 12/10/12 FBO Hawken Drake Sharples ⁽¹³⁾
Common Stock	01/02/2013	M	8,000	A	\$ 2.06	89,346	D	
Common Stock	01/02/2013	S ⁽⁸⁾	8,000	D	\$ 21.8164 ⁽⁹⁾	81,346	D	
Common Stock	01/02/2013	M	3,000	A	\$ 8.1	84,346	D	
Common Stock	01/02/2013	S ⁽⁸⁾	3,000	D	\$ 21.8164 ⁽⁹⁾	81,346	D	
Common Stock	01/02/2013	S ⁽⁸⁾	15,000	D	\$ 21.8163 ⁽¹⁰⁾	822,513	I	By Moose Pond Investments, LP ⁽¹⁾
Common Stock						200,000	I	By Sharples Venture Partners, LP ⁽²⁾
Common Stock						11,402	I	By The Chloe Marie Sharples 1998 Trust ⁽³⁾
Common Stock						11,402	I	By The Emma Jette Sharples 2002 Trust ⁽⁴⁾
						11,403	I	

Common
Stock

By The
Hawken
Drake
Sharples
2009 Trust
(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 (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. Title and Amount of Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 8.1	01/02/2013		M	3,000	(6)	01/29/2018	Common Stock	3,000
Stock Option	\$ 2.06	01/02/2013		M	8,000	(7)	01/29/2017	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		President and CEO	

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brian Sharples

01/04/2013

**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 reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
- (2) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.
- (3) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
- (4) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
- (5) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.
- (6) The Option is fully vested as of December 29, 2010
- (7) The Option is fully vested as of January 31, 2011
- (8) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.64 to \$22.14.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.64 to \$22.15.
- (11) The reporting person is the trustee of The Chloe Marie Sharples 2012 Trust and has voting and dispositive power over the shares held by the trust.
- (12) The reporting person is the trustee of The Emma Jette Sharples 2012 Trust and has voting and dispositive power over the shares held by the trust.
- (13) The reporting person is the trustee of the Hawken Drake Sharples 2012Trust and has voting and dispositive power over the shares held by the trust.

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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