

HOMEAWAY INC  
Form 4  
February 27, 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 \*  
**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)  
**02/25/2013**

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/25/2013		S <sup>(13)</sup>	10,773 D \$ 29	157,899	I	By Family Trust <sup>(1)</sup>
Common Stock	02/25/2013		S <sup>(13)</sup>	1,552 D \$ 29	24,996	I	By Partnership <sup>(14)</sup>
Common Stock	02/25/2013		S <sup>(13)</sup>	175 D \$ 29	1,422	I	By Partnership <sup>(15)</sup>
Common Stock					49,743	I	Redpoint Associates I, LLC <sup>(2)</sup> <sup>(3)</sup>

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Common Stock	39,655	I	By Redpoint Associates II, LLC <u>(4)</u> <u>(5)</u>
Common Stock	1,939,955	I	By Redpoint Ventures I, L.P. <u>(3)</u> <u>(6)</u>
Common Stock	1,715,020	I	By Redpoint Ventures II, L.P. <u>(5)</u> <u>(7)</u>
Common Stock	5,311	I	By Redpoint Omega Associates, LLC <u>(8)</u> <u>(9)</u>
Common Stock	187,823	I	By Redpoint Omega, L.P. <u>(9)</u> <u>(10)</u>
Common Stock	40,340	I	By Redpoint Technology Partners A-I, L.P. <u>(3)</u> <u>(11)</u>
Common Stock	252,317	I	By Redpoint Technology Partners Q-I, L.P. <u>(3)</u> <u>(12)</u>

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 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 or Amount of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)



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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 entered into by the reporting person on September 11, 2012.

- (14) The shares are held by the Children's Partnership. The Reporting Person is a general partner of the Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.
- (15) The shares are held by Koga Partners L.P.(Koga). The Reporting Person is a general partner of Koga. The Reporting Person disclaims beneficial ownership of the shares held by Koga except to the extent of his proportionate pecuniary interest therein.
- (16) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2015
- (17) 8.33% vest monthly beginning one month from grant date and will be fully vested as of June 6 2013.

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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