

HOMEAWAY INC

Form 4

July 05, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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(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)
07/05/2011

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/05/2011		C		48,195	A	<u>(1)</u>	141,257	I	By Redpoint Associates I, LLC <u>(2)</u> <u>(13)</u>
Common Stock	07/05/2011		C		29,845	A	<u>(3)</u>	171,102	I	By Redpoint Associates I, LLC <u>(2)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011		J <u>(4)</u>		78,036	D	<u>(4)</u>	0	I	By Redpoint Associates I, LLC <u>(2)</u> <u>(13)</u>
Series B	07/05/2011		J <u>(5)</u>		6,877	D	<u>(5)</u>	0	I	By Redpoint

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Redeemable Preferred Stock								Associates I, LLC <u>(2)</u> <u>(13)</u>
Common Stock	07/05/2011	C	21,784	A	<u>(1)</u>	122,917	I	By Redpoint Associates II, LLC <u>(6)</u> <u>(13)</u>
Common Stock	07/05/2011	C	13,490	A	<u>(3)</u>	136,407	I	By Redpoint Associates II, LLC <u>(6)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J <u>(4)</u>	95,231	D	<u>(4)</u>	0	I	By Redpoint Associates II, LLC <u>(6)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J <u>(5)</u>	9,508	D	<u>(5)</u>	0	I	By Redpoint Associates II, LLC <u>(6)</u> <u>(13)</u>
Common Stock	07/05/2011	C	1,879,605	A	<u>(1)</u>	5,509,024	I	By Redpoint Ventures I, L.P. <u>(7)</u> <u>(13)</u>
Common Stock	07/05/2011	C	1,163,962	A	<u>(3)</u>	6,672,986	I	By Redpoint Ventures I, L.P. <u>(7)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J <u>(4)</u>	3,043,361	D	<u>(4)</u>	0	I	By Redpoint Ventures I, L.P. <u>(7)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J <u>(5)</u>	268,226	D	<u>(5)</u>	0	I	By Redpoint Ventures I, L.P. <u>(7)</u> <u>(13)</u>
Common Stock	07/05/2011	C	942,116	A	<u>(1)</u>	5,315,846	I	By Redpoint Ventures II, L.P. <u>(8)</u> <u>(13)</u>
Common Stock	07/05/2011	C	583,413	A	<u>(3)</u>	5,899,259	I	By Redpoint Ventures II, L.P. <u>(8)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J <u>(4)</u>	4,118,462	D	<u>(4)</u>	0	I	By Redpoint Ventures II, L.P. <u>(8)</u> <u>(13)</u>
Series B Redeemable	07/05/2011	J <u>(5)</u>	411,181	D	<u>(5)</u>	0	I	By Redpoint Ventures II,

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Preferred Stock								L.P. <u>(8)</u> <u>(13)</u>
Common Stock	07/05/2011	C	14,924	A	<u>(1)</u>	102,621	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u> <u>(13)</u>
Common Stock	07/05/2011	C	6,327	A	<u>(3)</u>	108,948	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J <u>(4)</u>	75,759	D	<u>(4)</u>	0	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J <u>(5)</u>	4,260	D	<u>(5)</u>	0	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u> <u>(13)</u>
Common Stock	07/05/2011	C	93,376	A	<u>(1)</u>	642,084	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u> <u>(13)</u>
Common Stock	07/05/2011	C	39,589	A	<u>(3)</u>	681,673	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J <u>(4)</u>	474,007	D	<u>(4)</u>	0	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J <u>(5)</u>	26,651	D	<u>(5)</u>	0	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u> <u>(13)</u>
Common Stock	07/05/2011	C	18,270	A	<u>(1)</u>	18,720	I	By Redpoint Omega Associates, LLC <u>(11)</u> <u>(13)</u>

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Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	3,624	D	<u>(4)</u>	0	I	By Redpoint Omega Associates, LLC <u>(11)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	231	D	<u>(5)</u>	0	I	By Redpoint Omega Associates, LLC <u>(11)</u> <u>(13)</u>
Common Stock	07/05/2011	C	646,066	A	<u>(1)</u>	646,066	I	By Redpoint Omega, L.P. <u>(12)</u> <u>(13)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	128,140	D	<u>(4)</u>	0	I	By Redpoint Omega, L.P. <u>(12)</u> <u>(13)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	8,179	D	<u>(5)</u>	0	I	By Redpoint Omega, L.P. <u>(12)</u> <u>(13)</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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011		C	48,195	<u>(1)</u> <u>(1)</u>	Common Stock 48,195
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011		C	29,845	<u>(3)</u> <u>(3)</u>	Common Stock 29,845
Series C Convertible	<u>(1)</u>	07/05/2011		C	21,784	<u>(1)</u> <u>(1)</u>	Common Stock 21,784

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Preferred Stock									
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	13,490	<u>(3)</u>	<u>(3)</u>	Common Stock	13,490	
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	1,879,605	<u>(1)</u>	<u>(1)</u>	Common Stock	1,879,605	
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	1,163,962	<u>(3)</u>	<u>(3)</u>	Common Stock	1,163,962	
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	942,116	<u>(1)</u>	<u>(1)</u>	Common Stock	942,116	
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	583,413	<u>(3)</u>	<u>(3)</u>	Common Stock	583,413	
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	14,924	<u>(1)</u>	<u>(1)</u>	Common Stock	14,924	
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	6,327	<u>(3)</u>	<u>(3)</u>	Common Stock	6,327	
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	93,376	<u>(1)</u>	<u>(1)</u>	Common Stock	93,376	
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	39,589	<u>(3)</u>	<u>(3)</u>	Common Stock	39,589	
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	18,270	<u>(1)</u>	<u>(1)</u>	Common Stock	18,270	

Series C
Convertible
Preferred
Stock

(1)

07/05/2011

C

646,066

(1)

(1)

Common
Stock

646,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODY JEFFREY D 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Melissa Frug?? (as
Attorney-in-Fact)

07/05/2011

**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 Series C Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.

The Shares are owned by Redpoint Associates I, LLC ("RA I"). Redpoint Ventures I, LLC ("RV I LLC") serves as the Manager of RA I, and has sole voting and investment control over the shares owned by RA I, and may be deemed to beneficially own the shares held by RA I. RV I LLC owns no securities of the Issuer directly.
- (2) The Series D Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.

The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price equal to \$1.40 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$165,402.11 to RA I, \$201,847.98 to RA II, \$6,450,591.24 to RV I, \$8,729,334.09 to RV II, \$160,575.87 to RTP A, \$1,004,687.06 to RTP Q, \$7,681.29 to ROA and \$271,600.63 to RO LP.

The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price equal to \$2.00 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$19,379.20 to RA I, \$26,793.28 to RA II, \$755,853.52 to RV I, \$1,158,696.79 to RV II, \$12,004.56 to RTP A, \$75,101.79 to RTP Q, \$650.95 to ROA and \$23,048.20 to RO LP.
- (3) The Shares are owned by Redpoint Associates II, LLC ("RA II").

The Shares are owned by Redpoint Ventures I, L.P. ("RV I"). RV I LLC serves as the sole General Partner of RV I, and has sole voting and investment control over the shares owned by RV I, and may be deemed to beneficially own the shares held by RV I. RV I LLC owns no securities of the Issuer directly.
- (4) The Shares are owned by Redpoint Ventures II, L.P. ("RV II"). Redpoint Ventures II, LLC ("RV II LLC") serves as the sole General Partner of RV II, and has sole voting and investment control over the shares owned by RV II, and may be deemed to beneficially own the shares held by RV II. RV II LLC owns no securities of the Issuer directly.
- (5) The Shares are owned by Redpoint Technology Partners A-1, L.P. ("RTP A"). RV I LLC serves as the sole General Partner of RTP A, and has sole voting and investment control over the shares owned by RTP A, and may be deemed to beneficially own the shares held by RTP A. RV I LLC owns no securities of the Issuer directly.
- (6)
- (7)
- (8)
- (9)
- (10)

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The Shares are owned by Redpoint Technology Partners Q-1, L.P. ("RTP Q"). RV I LLC serves as the sole General Partner of RTP Q, and has sole voting and investment control over the shares owned by RTP Q, and may be deemed to beneficially own the shares held by RTP Q. RV I LLC owns no securities of the Issuer directly.

- (11) The Shares are owned by Redpoint Omega Associates, LLC ("ROA").

The Shares are owned by Redpoint Omega, L.P. ("RO LP"). Redpoint Omega, LLC ("RO LLC") serves as the sole General Partner of

- (12) RO LP, and has sole voting and investment control over the shares owned by RO LP, and may be deemed to beneficially own the shares held by RO LP. RO LLC owns no securities of the Issuer directly.

The Reporting Person is a Managing Director of RV I LLC, RA II, RV II LLC, ROA and RO LLC. As such, the Reporting Person may

- (13) be deemed to have indirect beneficial ownership of the shares held by RA I, RA II, RV I, RV II, RTP A, RTP Q, ROA and RO LP. The Reporting Person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

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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