SHARPLES BRIAN

Form 4

February 15, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Issuer

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

HOMEAWAY INC [AWAY]

Symbol

1(b).

Stock

(Print or Type Responses)

SHARPLES BRIAN

			HOMEAWAY INC [AWAY]]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check an applicable)			
				(Month/Day/Year)				X Director 10% Owner			
1011 W. FIFTH STREET, SUITE 300			02/13/2013					_X_ Officer (give title Other (specify below) President and CEO			
	(Street)		4. If An	nendment,	Date Origin	nal		6. Individual or Jo	oint/Group Fil	ling(Check	
Filed(Month/Day/Y				ay/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
AUSTIN, TX 78703								Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							ally Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	iomr Dispos (Instr. 3,	ed of		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)	
Common Stock	02/13/2013			M	72,000	A	\$ 19.97	129,346	D		
Common Stock	02/13/2013			S <u>(7)</u>	72,000	D	\$ 25.0023	57,346	D		
Common Stock								792,513	I	By Moose Pond Investments, LP (2)	
Common								65,000	I	Sharples	

2012

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			Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples (3)
Common Stock	65,000	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples (4)
Common Stock	65,000	I	Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples (5)
Common Stock	200,000	I	By Sharples Venture Partners, LP
Common Stock	11,402	I	By the Chloe Marie Sharples 1998 Trust
Common Stock	11,402	I	By the Emma Jette Sharples 2002 Trust
Common Stock	11,403	I	By the Hawken Drake Sharples 2009 Trust
Reminder: Report on a separate line for each class of securities benefic	Persons who respond to the collect information contained in this form required to respond unless the fort displays a currently valid OMB contained.	are not n	SEC 1474 (9-02)

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Stock Option	\$ 8.1					(10)	01/30/2018	Common Stock	129,2
Stock Option	\$ 2.06					<u>(11)</u>	01/29/2017	Common Stock	202,0
Stock Option	\$ 25.54					<u>(13)</u>	03/27/2022	Common Stock	115,2
Stock Option	\$ 19.97	02/14/2013		M	72,000	02/10/2012(12)	02/10/2021	Common Stock	72,0

Reporting Owners

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

Signatures

Melissa Fruge as Attorney-In-Fact for Brian
Sharples
02/15/2013

**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 amount in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.04.
- 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.
- (3) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples and has voting and dispositive power over the shares held by the trust.

Reporting Owners 3

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- (4) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples and has voting and dispositive power over the shares held by the trust.
- (5) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples and has voting and dispositive power over the shares held by the trust.
- (6) 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.
- (7) Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.
- (8) The reporting person is the trustee of The Chloe Marie Sharples 1998 Trust and has voting and dispositive power over the shares held by the trust.
- (9) 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.
- (10) This option fully vested as of December 29, 2010.
- (11) This option fully vested as of January 31, 2011.
- 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 February 10, 2015.
- 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 01, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.