

HOMEAWAY INC
Form 4
September 04, 2013

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARPLES BRIAN

(Last) (First) (Middle)

1011 W. FIFTH STREET, SUITE
300

(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
09/03/2013

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)

President and CEO

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 09/03/2013 | | S(1) | 2,690 | D | | |
| | | | | (A) or (D) | Price | | |
| | | | | | \$ | | |
| | | | | | 31.4473 | 89,891 | D |
| | | | | | (2) | | |
| Common Stock | 09/03/2013 | | S(1) | 37,024 | D | | By Moose Pond Investments, L.P. (3) |
| | | | | (A) or (D) | Price | | |
| | | | | | \$ | | |
| | | | | | 31.4473 | 555,369 | I |
| | | | | | (2) | | |
| Common Stock | 09/03/2013 | | S(1) | 1,806 | D | | By Sharples 2012 Irrevocable Trust DTD 12/10/2012 |
| | | | | (A) or (D) | Price | | |
| | | | | | \$ | | |
| | | | | | 31.4473 | 54,164 | I |
| | | | | | (2) | | |

| | | | | | | | | |
|-----------------|------------|-------------------------|-------|---|-----------------------------|---------|---|--|
| Common Stock | 09/03/2013 | <u>S</u> ⁽¹⁾ | 1,806 | D | \$ 31.4473 <u>(2)</u> | 54,164 | I | FBO Chloe Marie Sharples <u>(4)</u> By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples <u>(5)</u> By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO |
| Common Stock | 09/03/2013 | <u>S</u> ⁽¹⁾ | 1,806 | D | \$ 31.4473 <u>(2)</u> | 54,164 | I | Hawken Drake Sharples <u>(6)</u> By Sharples Venture Partners, LP <u>(7)</u> |
| Common Stock | 09/03/2013 | <u>S</u> ⁽¹⁾ | 9,524 | D | \$ 31.4473 <u>(2)</u> | 142,856 | I | By the Chloe Marie Sharples 1998 Trust <u>(8)</u> |
| Common Stock | | | | | | 11,402 | I | By the Emma Jette Sharples 2002 Trust <u>(9)</u> |
| Common Stock | | | | | | 11,403 | I | By the Hawken Drake Sharples 2009 Trust <u>(10)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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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. Pri Deriv Secur (Instr | | | |
|---|--|---|---|--------------------------------------|--|--|---|------------------------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options | \$ 30.43 | | | | | | | (11) | 03/05/2023 | Common Stock | 162,025 |
| Stock Options | \$ 19.97 | | | | | | | (12) | 02/10/2021 | Common Stock | 712,000 |
| Stock Options | \$ 8.1 | | | | | | | (13) | 01/29/2018 | Common Stock | 126,262 |
| Stock Options | \$ 2.06 | | | | | | | (14) | 01/30/2017 | Common Stock | 194,000 |
| Stock Options | \$ 25.54 | | | | | | | (15) | 03/27/2022 | Common Stock | 115,240 |

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

09/04/2013

__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) Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.

(2) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$31.15 to \$31.83. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at

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each separate price.

- (3) The reporting person is the limited partner of Moose Pond Investments, LP (MPI LP), and the sole manager of Moose Pond Mgt., LLC (MPM LLC), the general partner of MPI LP, and has voting and dispositive power over the shares held by MPI LP.
- (4) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples Trust, and has voting and dispositive power over the shares held by said trust.
- (5) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples Trust, and has voting and dispositive power over the shares held by said trust.
- (6) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples Trust, and has voting and dispositive power over the shares held by said trust.
- (7) The reporting person is a general partner of Sharples Venture Partners, LP (SVP), and has sole voting and dispositive power of the shares held by SVP.
- (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 said 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 said trust.
- (10) The reporting person is the trustee of The Hawken Drake Sharples 2009 Trust, and has voting and dispositive power over the shares held by said trust.
- (11) 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 shares of Common Stock subject to the option 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, 2017.
- (12) 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 shares of Common Stock subject to the option 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.
- (13) Fully vested as of December 29, 2010.
- (14) Fully vested as of January 31, 2011.
- (15) 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 shares of Common Stock subject to the option 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, 2016.

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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