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HOMEAWA	Y INC										
Form 4											
May 05, 2013	5										
FORM	4									PPROVAL	
		D STATES					IGE (COMMISSION	OMB	3235-0287	
Chaok thi	, hov		Was	hington,	D.C. 205	49			Number:		
Check this box if no longer									Expires: January 31		
-	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						NERSHIP OF	Estimated a	Estimated average		
Section 10	SECURITIES							burden hours per			
Form 4 or								response 0.5			
Form 5 obligation	• • • • •						•	e Act of 1934,			
may conti				•				f 1935 or Sectio	n		
See Instru	ction	30(h)	of the Inv	vestment	Company	Act	of 194	10			
1(b).											
(Print or Type R	lesponses)										
1. Name and A	ddress of Reporti	ng Person [*]	2. Issuer	Name and	Ticker or T	rading	y	5. Relationship of	Reporting Pers	son(s) to	
Hale Thomas E Symbol HOMEAWAY INC [AW				Ŭ				Issuer			
				IC [AWA	VAY]						
(Last)	(First)	(Middle)	3 Date of	Earliest Tra	ansaction	_		(Chec	k all applicable	;)	
(Month/D			nth/Day/Year)				Director	10%	Owner		
			05/01/20	-				X_Officer (give titleOther (specify			
300								below) Chief (below) Operating Offic	er	
	(Streat)		4 TE A	Jan and Dad							
				f Amendment, Date Original cd(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
			1 neu(mon	ui/Day/1eal)				_X_ Form filed by (One Reporting Pe	rson	
AUSTIN, T	X 78703							Form filed by M			
								Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction E								6. Ownership		
Security	(Month/Day/Ye		on Date, if					Securities		Indirect Beneficial	
(Instr. 3)		any (Month/	Code (D) (Instr. 8) (Instr. 3, 4 and 5)				Beneficially Owned	(D) or Indirect (I)	Ownership		
	(intointin	Duj/ I cui)	(msu: 0)	(1150.0) $(1150.0, + and 5)$			Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(msu. 5 and 4)			
Common	05/01/2015			А	40,411	А	\$0	129,199	D		
Stock					(1)						

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.48	05/01/2015		А	70,896		(2)	05/01/2025	Common Stock	70,896
Stock Option	\$ 33.44						<u>(3)</u>	05/01/2024	Common Stock	50,000
Stock Option	\$ 13.93						<u>(4)</u>	06/28/2020	Common Stock	247,206
Stock Option	\$ 19.97						(5)	02/10/2021	Common Stock	40,000
Stock Option	\$ 25.54						(6)	03/27/2022	Common Stock	49,956
Stock Option	\$ 30.43						(7)	03/05/2023	Common Stock	55,696

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hale Thomas E 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			Chief Operating Officer				
Signatures							
/s/ Melissa Fruge as Attorney-in-Fact for Thomas Hale	r		05/05/2015				
**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 restricted stock will vest in four (4) equal installments beginning on June 1, 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

- (2) Commencement Date and an additional one forty-eight (1/4stif) of the total number of shales 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 May 1, 2019.
- (3) 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

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shall vest on the corresponding day of each month thereafter, or to the extent a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of May 1, 2018.

- (4) Fully vested as of June 18, 2014.
- (5) Fully vested as of December 10, 2014.

6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

(6) 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, 2016.

6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

(7) 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, 2017.

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.