

HOMEAWAY INC

Form 4

August 06, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Atchison Rebecca Lynn

(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)

08/05/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/05/2015		M		2,228	A \$ 8.1	139,901 D
Common Stock	08/05/2015		S ⁽¹⁾		2,228	D \$ 30.92	137,673 D

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

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information contained in this form are not
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 8.1	08/05/2015		M	2,228	<u>(2)</u>	01/29/2018	Common Stock	2,228	
Stock Option	\$ 33.44					<u>(3)</u>	05/01/2024	Common Stock	37,000	
Stock Option	\$ 13.49					<u>(4)</u>	11/13/2019	Common Stock	86,700	
Stock Option	\$ 19.97					<u>(5)</u>	02/10/2021	Common Stock	100,000	
Stock Option	\$ 25.54					<u>(6)</u>	03/27/2022	Common Stock	56,844	
Stock Option	\$ 30.43					<u>(7)</u>	03/05/2023	Common Stock	55,696	
Stock Option	\$ 27.48					<u>(8)</u>	05/01/2025	Common Stock	50,640	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Atchison Rebecca Lynn 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	Chief Financial Officer

Signatures

/s/ Melissa Fruge (as Attorney-in-Fact for Lynn Atchison)

08/06/2015

**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)

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The sale of shares was 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 amended.

- (2) Fully vested as of December 10, 2010.

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

- (3) 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 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 December 31, 2011.

- (5) Fully vested as of February 10, 2015.

- (6) Vested as to 1/16th of the shares subject to the option three month following the dated of grant and as to 1/48th of the shares subject to the option each month thereafter.

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 June 1, 2017.

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

- (8) 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 May 1, 2019.

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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