### Edgar Filing: HOMEAWAY INC - Form 4

Section 16. SECURITIES Estimated average burden hours per response Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses)  1. Name and Address of Reporting Person 1 (2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired 5. Amount of 6. Ownership 7. Nature 0 (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 4) (Ins	HOMEAWA	AY INC									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL Mumber: 3235-02         OMB results Section 16 on longer subject to Section 16 or Form 4 or Form 4 or Form 4 or Form 5 or Section 17(a) of the Public Utility Holding Company Act of 1934, obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL OMB Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       OMB APPROVAL OMB STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB APPROVAL OMB Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       OMB APPROVAL OMB State of Carl Gordon         I. Name and Address of Reporting Person (b)       S. Issuer Name and Ticker or Trading Symbol       S. Relationship of Reporting Person(s) to Issuer       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable         011 W. FIFTH STREET, SUITE       09/02/2015											
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       MMB Number:       3235-02 2012         STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       SECURITIES       Expires:       January 32 2012         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]       S. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director Officer (give tite below)       10% Owner         011 W. FIFTH STREET, SUITE       09/02/2015       -X_Form file by More than One Reporting Person Person       0. Individual of Joint/Group Filing(Check Applicable Line) -X_Form file by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Month/Day/Year)       S. Amount of Our Disposed of OD Security       6. Ownership 7. Nature of Form Direct Indirect (Instr. 3)         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired or       S. Amount of OD       6. Ownership 7. Nat	September 04	4, 2015									
Chirle J STATES SECURITIES       Washington, D.C. 20549       Number:       3235-02         Subject to subject to subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       State of the section 16 (a) of the Securities Exchange Act of 1934, obligations may continue.       State of the securities Exchange Act of 1934, obligations       State of the securities Trainsection (to symbol       State of the securities Trainsection (Month/Day/Year)       State of the securities Trainsection (Month/Day/Year)       State of the securities Trainsection (Month/Day/Year)       State of the securities Acquired, State of the securities Acquired, Disposed of, or Beneficially Owned (Street)       State of the securities Acquired, State of the	<b>FORM</b>	FORM 4							OMB AF	PROVAL	
Check this box if no longer subject to subject to Form 4 or Form 5 Form 5 Form 5 Field pursuant to Section 16(a) of the Securities Exchange Act of 1935, of the Public Utility Holding Company Act of 1935 or Section may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 1(b).       5. Relationship of Reporting Person(s) Section 17(a) of the Investment Company Act of 1940 1(b).         1. Name and Address of Reporting Person_ 1(b).       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY] (Last)       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person_ 200       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]       5. Relationship of Reporting Person(s) to Issuer         1011 W. FIFTH STREET, SUITE 300       09/02/2015       — 		• • UNITEL	) STATES SI				NGE C	COMMISSION		3235-0287	
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       20 Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	Check th	is hox		Washington,	D.C. 20	549			Number:		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Estimated average burden hours per response ( Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 1 (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) AUSTIN, TX 78703 (City) (State) (Zip) AUSTIN, TX 78703 (City) (State) (Zip) AUSTIN, TX 78703 (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired 5. Amount of (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 4) (Instr. 4) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 8) (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 3) (Code V Amount (D) Price Code V Amount (D) Price		rer							Expires:	2005 2005	
Form 4 or Form 5 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction (b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction (b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (It is the first)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	subject to	, SIAIE	MENT OF C			ICIA	LOW	NERSHIP OF			
Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>±</sup> Shepherd Carl Gordon Symbol HOMEAWAY INC [AWAY] (Last) (First) (Middle) 3. Last of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) AUSTIN, TX 78703 (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired S. Relationship of Reporting Person(s) to Issuer (Check all applicable) (Check			SECURITIES						•		
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may continue. See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person 1 Shepherd Carl Gordon       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         011 W. FIFTH STREET, SUITE       09/02/2015		ns Section 17		· /			U		ı		
1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person 1       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         Shepherd Carl Gordon       Symbol       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Month/Day/Year)         (I.11 W. FIFTH STREET, SUITE       09/02/2015       ————————————————————————————————————	-	inue.	· · ·	•	U				1		
(Print or Type Responses)  1. Name and Address of Reporting Person * Shepherd Carl Gordon  1. Name and Address of Reporting Person * Shepherd Carl Gordon  1. Cast  1. Name and Address of Reporting Person * Symbol  1. Check all applicable)  1. Check all applicable  1. Transaction Date 1. Transaction Date 2. Check all applicable  2. Transaction Date 2. Check all applicable  2. Transaction Date 2. Check all applicable  2. Transaction Date 2. Check all applicable  3. A Securities Acquired 5. Amount of Beneficially Owned  1. Transaction Date 2. Check all applicable  3. A Securities Acquired 5. Amount of Beneficially Owned  1. Transaction Date 2. Check all applicable  3. A Securities Acquired 5. Amount of Beneficially Owned  1. Check all applicable  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount of Beneficially Owned  1. Transaction Date 2. Check all applicable  5. Amount of Beneficially Code (Instr. 3, 4 and 5)  1. Code V Amount (D) Price (D) or (Instr. 4) Reported Transaction(s) (Instr. 4) Reported Transactio		iction			e e inpan	<i>j</i> - 10		•			
1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol HOMEAWAY INC [AWAY]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         1011 W. FIFTH STREET, SUITE       09/02/2015       —       —       —         300       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)         AUSTIN, TX 78703       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) or genership (Month/Day/Year)         1.Title of Security       2. Transaction Date 2.A. Deemed 3	-(-).										
Shepherd Carl Gordon     Symbol HOMEAWAY INC [AWAY]     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     (Check all applicable)       1011 W. FIFTH STREET, SUITE 300     09/02/2015     ————————————————————————————————————	(Print or Type F	Responses)									
Shepherd Carl Gordon     Symbol HOMEAWAY INC [AWAY]     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction (Month/Day/Year)     (Check all applicable)       1011 W. FIFTH STREET, SUITE 300     09/02/2015     ————————————————————————————————————											
HOMEAWAY INC [AWAY]         (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         1011 W. FIFTH STREET, SUITE 300       (Month/Day/Year)       (Month/Day/Year)       (Check all applicable)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person - Form filed by More than One Reporting Person         AUSTIN, TX 78703       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       (Month/Day/Year)         (Month/Day/Year)       State to Demed         3.       4. Securities Acquired         (Instr. 3)       (Cip)         (Instr. 3)       (Month/Day/Year)         (Instr. 8)       (Instr. 3, 4 and 5)         (Instr. 4)       (Instr. 4)         (Instr. 4)       (Instr. 4)         (Instr. 4)       (Instr. 4)         (Instr. 4)       (Instr. 4)         (Instr. 4)       (Instr. 4) </td <td colspan="6"></td> <td>Reporting Pers</td> <td>son(s) to</td>							Reporting Pers	son(s) to			
(Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         1011       W. FIFTH STREET, SUITE       (Month/Day/Year) $\_X\_$ Director $\_10\%$ Owner         300       (Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         AUSTIN, TX 78703       Filed(Month/Day/Year)       Applicable Line)       .X_ Form filed by One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of       2. Transaction Date       2A. Deemed       3.       4. Securities Acquired, Disposed of, or Beneficially Owned         1.Title of       2. Transaction Date       2A. Deemed       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       Execution Date, if       3.       4. Securities Acquired       5. Amount of       6. Ownership       7. Nature of         (Instr. 3)       (Month/Day/Year)       Code       (Instr. 3, 4 and 5)       0wned       1ndirect (I)       Ownership         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       0wned       1ndirect (I)       Ownership         (Instr. 3)       (Month/Day/Year)	Shepherd Ca	arl Gordon	2					Issuer			
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         1011 W. FIFTH STREET, SUITE       (Month/Day/Year)       _X_Director      Officer (give tile)      Other (specify)         300       (Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         AUSTIN, TX 78703       Filed(Month/Day/Year)			H	OMEAWAY IN	IC [AW.	AY]		(Checl	k all applicable	.)	
1011 W. FIFTH STREET, SUITE       09/02/2015 <sup>Officer</sup> (give title below) <sup>Officer</sup> (give title below)        Other (specify below)          300       (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)        6. Individual or Joint/Group Filing(Check Applicable Line) <sup>X_</sup> Form filed by One Reporting Person <sup>Street</sup> AUSTIN, TX 78703       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of       2. Transaction Date       2A. Deemed         Security       (Month/Day/Year)       3.       4. Securities Acquired         (Instr. 3)       Beneficially       Our Beneficially         (Month/Day/Year)       Code       (Instr. 3, 4 and 5)         (Month/Day/Year)       (Instr. 8)       (A) or         (A) or       Reported         (A) or       Reported         (A) or       Code V Amount         (D) Price       S(1)         Common       00/02/2015	(Last)	(First)	(Middle) 3.	Date of Earliest Tra	ansaction					,	
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(Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person 		FTH STREET, S	SUITE 09	0/02/2015						er (specify	
Filed(Month/Day/Year)       Applicable Line)       X_ Form filed by One Reporting Person         AUSTIN, TX 78703       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed       3.       4. Securities Acquired       5. Amount of Securities Beneficially (D) or B	300							, ,	,		
AUSTIN, TX 78703				If Amendment, Da	ndment, Date Original			6. Individual or Joint/Group Filing(Check			
AUSTIN, TX 78703       — Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)       5. Amount of Code (Instr. 3, 4 and 5)       6. Ownership 7. Nature of Securities Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)         Common       00/02/2015       S(1)       224       D       \$ 46.648       D				ed(Month/Day/Year)	)			11 /			
ACSTIN, TX 78703       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed       3.       4. Securities Acquired       5. Amount of Securities       6. Ownership       7. Nature of Transaction(A) or Disposed of (D) Securities       6. Ownership       7. Nature of Securities         (Instr. 3)       (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired (Instr. 3, 4 and 5)       5. Amount of Securities       6. Ownership       7. Nature of Securities         (Instr. 4)       (Month/Day/Year)       (Instr. 8)       Owned       Indirect (I)       Ownership         (Instr. 4)       (Instr. 8)       Owned       Indirect (I)       Ownership         (A)       or       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or       (Instr. 3 and 4)       (Instr. 3 and 4)       Output         Common       00/02/2015       S(1)       224       D       \$       46.648       D	ALICTINE T	N 70702									
1.Title of Security       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Acquired Transaction(A) or Disposed of (D) Code       5. Amount of Securities       6. Ownership Form: Direct       6. Ownership Form: Direct         Instr. 3)       any (Month/Day/Year)       6. Ownership Transaction(A) or Disposed of (D) (Instr. 8)       5. Amount of Securities       6. Ownership Form: Direct       6. Ownership Form: Direct         (Instr. 4)       (Instr. 8)       Owned       Indirect (I) Indirect (I)       Ownership Following         (A) or Code V Amount (D)       Price       (Instr. 3 and 4)       1.	AUSTIN, I	X /8/03								1 0	
Security (Instr. 3) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) Code (Instr. 3, 4 and 5) (Instr. 8) Code (Instr. 3, 4 and 5) (Instr. 8) Code (Instr. 4) (Instr. 4) Code (Instr. 3 and 4) Common (Instr. 3) (Instr. 4) (Instr. 4)	(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
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Common 00/02/2015 S(1) 224 D \$ A6.648 D	(Instr. 3)				(Instr. 3,	4 and	5)	-			
$\begin{array}{cccc}  & (A) & Reported \\  & Transaction(s) \\  & (Instr. 3 and 4) \end{array}$ Common 00/02/2015 $\begin{array}{cccccccccccccccccccccccccccccccccccc$			(Month/Day/	Year) (Instr. 8)						1	
$\begin{array}{c} \text{or} \\ \text{Code V Amount (D)} \\ \text{Price} \end{array} \begin{array}{c} \text{(Instr. 3 and 4)} \\ \text{(Common 00/02/2015)} \\ \text{(Instr. 3 and 4)} \\ (Instr.$						( )			(Instr. 1)	(mout t)	
Code V Amount (D) Price $(Instr. 3 and 4)$ Common $00/02/2015$ $S(1)$ 224 D $\$$ 46.648 D											
(1) $(1)$ $(2)$ $(1)$ $(2)$ $(1)$ $(1)$ $(1)$				Code V	Amount		Price	(Instr. 3 and 4)			
$O_{1} = O_{1} O_$		09/02/2015		<b>S</b> (1)	324	D		46 648	D		
Stock — 21.12	Stock	0710212015		<u> </u>	521	D	27.72	.0,010	2		

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)

#### Edgar Filing: HOMEAWAY INC - Form 4

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. 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 Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 33.44					(2)	05/01/2024	Common Stock	37,000	
Stock Option	\$ 30.43					(3)	03/05/2023	Common Stock	55,696	
Stock Option	\$ 25.54					(4)	03/27/2022	Common Stock	52,848	
Stock Option	\$ 19.97					(5)	02/10/2021	Common Stock	80,812	
Stock Option	\$ 31.19					06/30/2016	07/01/2025	Common Stock	5,408	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director 10% Own		Officer	Other			
Shepherd Carl Gordon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	Х						
Signatures							
/s/ Melissa Fruge as Attorney-in-Fact fo Shepherd		09/04/2015					
<b>**</b> 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) Sale to cover taxes associated with restricted stock vesting on September 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) 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.

(3)

### Edgar Filing: HOMEAWAY INC - Form 4

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 1, 2017.

- (4) 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.
- (5) Fully vested as of February 10, 2015.

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.