

HOMEAWAY INC  
Form 4  
November 03, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
11/02/2015

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/02/2015                              |                                                             | M                                    | 5,000                                                                   | A \$ 8.1                                                                                                           | 142,325                                                                 | D                                                                 |
| Common<br>Stock                       | 11/02/2015                              |                                                             | S <sup>(1)</sup>                     | 5,000                                                                   | D \$<br>31.6463                                                                                                    | 137,325                                                                 | D                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         | (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.**

SEC 1474  
(9-02)

# Edgar Filing: HOMEAWAY INC - Form 4

**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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                                            |
| Stock Option                               | \$ 8.1                                                 | 11/02/2015                           |                                                    | M                              | 5,000                                                                                   | <u>(3)</u>                                               | 01/29/2018      | Common Stock                                                  | 5,000                      |                                                            |
| Stock Option                               | \$ 33.44                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u>                                               | 05/01/2024      | Common Stock                                                  | 37,000                     |                                                            |
| Stock Option                               | \$ 13.49                                               |                                      |                                                    |                                |                                                                                         | <u>(5)</u>                                               | 11/13/2019      | Common Stock                                                  | 86,700                     |                                                            |
| Stock Option                               | \$ 19.97                                               |                                      |                                                    |                                |                                                                                         | <u>(6)</u>                                               | 02/10/2021      | Common Stock                                                  | 100,000                    |                                                            |
| Stock Option                               | \$ 25.54                                               |                                      |                                                    |                                |                                                                                         | <u>(7)</u>                                               | 03/27/2022      | Common Stock                                                  | 56,844                     |                                                            |
| Stock Option                               | \$ 30.43                                               |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 03/05/2023      | Common Stock                                                  | 55,696                     |                                                            |
| Stock Option                               | \$ 27.48                                               |                                      |                                                    |                                |                                                                                         | <u>(9)</u>                                               | 05/01/2025      | Common Stock                                                  | 50,640                     |                                                            |

## Reporting Owners

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

## Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Lynn Atchison  
11/03/2015

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)

## Edgar Filing: HOMEAWAY INC - Form 4

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.

Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sales prices for the transactions reported was \$31.34 to \$31.8826. 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 each price.

(3) Fully vested as of December 10, 2010.

(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 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.

(5) Fully vested as of December 31, 2011.

(6) Fully vested as of February 10, 2015.

(7) 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.

(8) 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 June 1, 2017.

(9) 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 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.

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.