

HOMEAWAY INC

Form 4

December 15, 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)
12/15/2015

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 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)
Common Stock	12/15/2015		D ⁽¹⁾	136,973	D	0	D

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)

**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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8.1	12/15/2015		D ⁽¹⁾			17,683	⁽³⁾	01/29/2018	Common Stock	17,683
Stock Option	\$ 33.44	12/15/2015		D ⁽¹⁾			37,000	⁽⁵⁾	05/01/2024	Common Stock	37,000
Stock Option	\$ 13.49	12/15/2015		D ⁽¹⁾			86,700	⁽⁷⁾	11/13/2019	Common Stock	86,700
Stock Option	\$ 19.97	12/15/2015		D ⁽¹⁾			100,000	⁽⁹⁾	02/10/2021	Common Stock	100,000
Stock Option	\$ 25.54	12/15/2015		D ⁽¹⁾			56,844	⁽¹¹⁾	03/27/2022	Common Stock	56,844
Stock Option	\$ 30.43	12/15/2015		D ⁽¹⁾			55,696	⁽¹³⁾	03/05/2023	Common Stock	55,696
Stock Option	\$ 27.48	12/15/2015		D ⁽¹⁾			50,640	⁽¹⁵⁾	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, Attorney-in-Fact for Rebecca Lynn
Atchison

12/15/2015

__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) Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated as of November 4, 2015 (the "Merger Agreement").
- (2) Pursuant to the Merger Agreement, (i) 77,988 shares of the common stock were exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock, (ii) 28,865 restricted stock awards were assumed and converted into restricted stock awards with respect to a number of shares of Parent Common Stock (as defined

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in the Merger Agreement) pursuant to a formula described in the Merger Agreement and (iii) 30,120 restricted stock units were assumed and converted automatically into restricted stock units of Parent Common Stock (as defined in the Merger Agreement) pursuant to a formula described in the Merger Agreement.

- (3) Fully vested on December 10, 2010.
- (4) Pursuant to the Merger Agreement, 17,683 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings.
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) Pursuant to the Merger Agreement, (i) 14,645 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 22,355 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (6) Fully vested on December 31, 2011.
- (7) Pursuant to the Merger Agreement, 86,700 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings.
- (8) Fully vested on February 10, 2015.
- (9) Pursuant to the Merger Agreement, 100,000 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings.
- (10) 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.
Pursuant to the Merger Agreement, (i) 52,106 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 4,738 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (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 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.
Pursuant to the Merger Agreement, (i) 37,130 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 18,566 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (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 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.
- (13) Pursuant to the Merger Agreement, (i) 8,440 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 42,200 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (14) Pursuant to the Merger Agreement, (i) 8,440 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 42,200 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (15) Pursuant to the Merger Agreement, (i) 8,440 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 42,200 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (16) Pursuant to the Merger Agreement, (i) 8,440 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 42,200 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.

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.