

HOMEAWAY INC  
Form 4  
December 15, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BREAKWELL SIMON J

(Last) (First) (Middle)  
1011 W. 5TH 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  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 <sup>(1)</sup>	6,679 D <sup>(2)</sup>	0	D	

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 33.83	12/15/2015		D <sup>(1)</sup>	6,150	<sup>(3)</sup> 08/01/2024	Common Stock	6,150
Stock Option	\$ 30.52	12/15/2015		D <sup>(1)</sup>	7,472	<sup>(5)</sup> 08/01/2023	Common Stock	7,472
Stock Option	\$ 23.51	12/15/2015		D <sup>(1)</sup>	32,135	<sup>(6)</sup> 08/29/2022	Common Stock	32,135
Stock Option	\$ 30.04	12/15/2015		D <sup>(1)</sup>	7,447	<sup>(7)</sup> 08/01/2025	Common Stock	7,447

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREAKWELL SIMON J 1011 W. 5TH STREET SUITE #300 AUSTIN, TX 78703		X		

## Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Simon Breakwell 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").  
  
Pursuant to the Merger Agreement, 3,809 shares of 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 and 2,870 restricted stock units vested
  - (2) immediately prior to the First Effective Time (as defined in the Merger Agreement) and 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 share of common stock subject to each such vested restricted stock unit, less applicable tax withholdings.
  - (3) Fully vested on August 1, 2015.
  - (4) Each share of common stock subject to the options were cancelled pursuant to the Merger Agreement 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 options, less applicable tax

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withholdings.

- (5) Fully vested on August 1, 2014.
- (6) Fully vested on August 29, 2015.
- (7) Fully vested as of December 15, 2015.

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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