

HOAG JAY C
Form 4
March 29, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall Christopher P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2012

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)

May be part of a 13(g) group

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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
required to respond unless the form
displays a currently valid OMB control
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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 25.54	03/27/2012	A		26,762		05/01/2012 ⁽¹⁾	03/26/2022	Common Stock	26,762

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of a 13(g) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group

Signatures

Frederic D. Fenton, Authorized signatory for Christopher P. Marshall

03/29/2012

__Signature of Reporting Person

Date

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Frederic D. Fenton, Authorized signatory for Jay C. Hoag	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Richard H. Kimball	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Robert W. Trudeau	03/29/2012
__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) Vests in thirty-six equal monthly installments beginning April 1, 2012.

- These options are held directly by Christopher P. Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management, L.L.C. ("TCV VI Management") and TCV VII Management, L.L.C. ("TCV VII Management") own 100% of the pecuniary interest therein. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and Robert W. Trudeau (collectively the "TCV VI Management Members") are members of TCV VI Management, and the TCV VI Management Members, together with Mr. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.
- (2)

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.