

HOMEAWAY INC  
Form 4  
November 15, 2013

**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 \*  
**SHARPLES BRIAN**

(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)  
11/13/2013

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)

President and CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2013		S(1)		1,732	D	\$ 35.0054 (2)
Common Stock	11/14/2013		S(1)		958	D	\$ 35.0226 (3)
Common Stock	11/13/2013		S(1)		23,831	D	\$ 35.0054 (2)
	11/14/2013		S(1)		13,193	D	444,297

By Moose Pond Investments, L.P. (4)

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Common Stock					\$ 35.0226 <u>(3)</u>			By Moose Pond Investments, L.P <u>(4)</u>
Common Stock	11/13/2013	<u>S(1)</u>	16,269	D	\$ 35.0054 <u>(2)</u>	34,283	I	By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples <u>(5)</u>
Common Stock	11/14/2013	<u>S(1)</u>	9,007	D	\$ 35.0226 <u>(3)</u>	25,276	I	By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples <u>(5)</u>
Common Stock	11/13/2013	<u>S(1)</u>	16,269	D	\$ 35.0054 <u>(2)</u>	34,283	I	By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples <u>(6)</u>
Common Stock	11/14/2013	<u>S(1)</u>	9,007	D	\$ 35.0226 <u>(3)</u>	25,276	I	By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples <u>(6)</u>
Common Stock	11/13/2013	<u>S(1)</u>	16,269	D	\$ 35.0054 <u>(2)</u>	34,283	I	By Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples <u>(7)</u>
Common Stock	11/14/2013	<u>S(1)</u>	9,007	D	\$ 35.0226	25,276	I	By Sharples 2012

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(3)

								Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples (7)
Common Stock	11/13/2013	S(1)	6,131	D	\$ 35.0054 (2)	117,677	I	By Sharples Venture Partners, LP (8)
Common Stock	11/14/2013	S(1)	3,393	D	\$ 35.0226 (3)	114,284	I	By Sharples Venture Partners, LP (8)
Common Stock						11,402	I	By the Chloe Marie Sharples 1998 Trust (9)
Common Stock						11,402	I	By the Emma Jette Sharples 2002 Trust (10)
Common Stock						11,403	I	By the Hawken Drake Sharples 2009 Trust (11)

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)**

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr
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of (D)  
(Instr. 3,  
4, and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 30.43							(12)	03/05/2023	Common Stock	162,025
Stock Options	\$ 19.97							(13)	02/10/2021	Common Stock	712,000
Stock Options	\$ 8.1							(14)	01/29/2018	Common Stock	126,262
Stock Options	\$ 2.06							(15)	01/30/2017	Common Stock	194,000
Stock Options	\$ 25.54							(16)	03/27/2022	Common Stock	115,240

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		President and CEO	

## Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brian Sharples

11/15/2013

\*\*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) Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.

(2) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$35.00 to \$35.10. 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 separate price.

(3) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$35.00 to \$35.09. 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 separate price.

(4) The reporting person is the limited partner of Moose Pond Investments, LP (MPI LP), and the sole manager of Moose Pond Mgt., LLC (MPM LLC), the general partner of MPI LP, and has voting and dispositive power over the shares held by MPI LP.

(5) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Chloe Marie Sharples Trust, and has voting and dispositive power over the shares held by said trust.

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- (6) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Emma Jette Sharples Trust, and has voting and dispositive power over the shares held by said trust.
- (7) The reporting person is the trustee of the Sharples 2012 Irrevocable Trust DTD 12/10/2012 FBO Hawken Drake Sharples Trust, and has voting and dispositive power over the shares held by said trust.
- (8) The reporting person is a general partner of Sharples Venture Partners, LP (SVP), and has sole voting and dispositive power of the shares held by SVP.
- (9) The reporting person is the trustee of The Chloe Marie Sharples 1998 Trust, and has voting and dispositive power over the shares held by said trust.
- (10) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust, and has voting and dispositive power over the shares held by said trust.
- (11) The reporting person is the trustee of The Hawken Drake Sharples 2009 Trust, and has voting and dispositive power over the shares held by said trust.

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 shares of Common Stock subject to the option 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.
- (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 shares of Common Stock subject to the option 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 February 10, 2015.
- (13) Fully vested as of December 29, 2010.
- (14) Fully vested as of January 31, 2011.

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 shares of Common Stock subject to the option 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, 2016.
- (15) Fully vested as of April 1, 2016.
- (16)

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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