HOMEAWAY INC Form SC 13G/A January 24, 2014

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2) *

HomeAway, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

43739Q 100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[&]quot; Rule 13d-1(b)

[&]quot;Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUS	SIP No. 4373	39Q 10 0	13G
1.	Names of	Reporting Persons	
2.		Ventures II, L.P. Appropriate Box if a Member of a Group (b) x (1)	p (see instructions)
3.	SEC USE	ONLY	
4.	Citizenship	p or Place of Organization	
	Delaware 5.	Sole Voting Power	
Nur	nber of		
Sl	nares 6.	0 Shared Voting Power	
Bene	eficially		

Owned by

3,172,621 (2)

Each

7. Sole Dispositive Power

Reporting

Person

8. Shared Dispositive Power

With:

3,172,621 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by Redpoint Ventures I, L.P. (RVI), Redpoint Technology Partners Q-I, L.P. (RTP Q-I), Redpoint Technology Partners A-I, L.P. (RTP A-I), Redpoint Associates I, LLC (RAI), Redpoint Ventures I, LLC (RVILLC), Redpoint Ventures II, L.P. (RVII), Redpoint Omega, L.P. (RO), Redpoint Omega, L.P. (RO), Redpoint Omega, L.P. (RO), Redpoint Omega, LLC (ROLC, together with RVI, RTP Q-I, RTP A-I, RAI, RVILLC, RVII, RAII, RVIILLC, RO and ROA, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer s Form 10-Q for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission (the SEC) on November 7, 2013.

CUS	SIP No. 43739Q 10 0	13G
1.	Names of Reporting Persons	
2.	Redpoint Associates II, LLC Check the Appropriate Box if a Member of a Gro	up (see instructions)
	(a) " (b) x (1)	

- SEC USE ONLY
- Citizenship or Place of Organization

Delaware

Sole Voting Power

Number of

Shares

Shared Voting Power

Beneficially

Owned by

3,172,621 (2)

Each

7. Sole Dispositive Power

Reporting

Person

8. Shared Dispositive Power

With:

3,172,621 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
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CUSIP No. 43739Q 10 0			9Q 10 0	13G	
1.	Names of Reporting Persons				
2.					
	(a) "	(b) x (1)		
3.	SEC U	JSE	ONLY		
4. Citizenship or Place of Organization					
Delaware 5. Sole Voting Power					
Number of					
Sh	ares	6.	0 Shared Voting Power		
Beneficially					
Owned by			3,172,621 (2)		
E	ach	7.	Sole Dispositive Power		
Rep	orting				
Pe	erson	8.	0 Shared Dispositive Power		

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

With:

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

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12. Type of Reporting Person (see instructions)

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CUSI	P No. 4	1373	9Q 10 0 13G
1.	Names	of F	Reporting Persons
2.	Check	the A	Ventures I, L.P. Appropriate Box if a Member of a Group (see instructions) b) x (1)
3.	SEC U	SE (ONLY
4.	Citizen	ship	or Place of Organization
	Delawa	are 5.	Sole Voting Power
Number of			
Sh	ares	6.	0 Shared Voting Power
Bene	ficially		
	ach	7.	3,172,621 (2) Sole Dispositive Power
Rep	orting		
Pe	rson	8.	0 Shared Dispositive Power
W	ith:		
9.	Aggreg	gate	3,172,621 (2) Amount Beneficially Owned by Each Reporting Person

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

3,172,621 (2)

10.

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

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CUSIP	No.	437	739Q	10	0

1. Names of Reporting Persons

Redpoint Technology Ventures Q-I, L.P.

- 2. Check the Appropriate Box if a Member of a Group (see instructions)
 - (a) " (b) x(1)
- 3. SEC USE ONLY
- 4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

Owned by

3,172,621 (2)

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

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	CUSIP	No.	43739Q	10	0
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Names of Reporting Persons

Redpoint Technology Ventures A-I, L.P.

- 2. Check the Appropriate Box if a Member of a Group (see instructions)
 - (a) " (b) x(1)
- SEC USE ONLY
- Citizenship or Place of Organization

Delaware

Sole Voting Power 5.

Number of

Shares

Shared Voting Power

Beneficially

Owned by

3,172,621 (2)

Each

7. Sole Dispositive Power

Reporting

Person

8. Shared Dispositive Power

With:

3,172,621 (2)

Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

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CUSIP No. 4373		1373	9Q 10 0 13G
1.	Names	of I	Reporting Persons
2.	Check	the .	Associates I, LLC Appropriate Box if a Member of a Group (see instructions) b) x (1)
3.	SEC U	SE	ONLY
4. Citizenshi		ship	or Place of Organization
	Delawa	are 5.	Sole Voting Power
Number of			
Sh	ares	6.	0 Shared Voting Power
Beneficially			
Owned by			3,172,621 (2)
Ea	ach	7.	Sole Dispositive Power
Repo	orting		
Peı	rson	8.	0 Shared Dispositive Power
W	ith:		
			2.172.(21.(2)

3,172,621 (2) Check if the A

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

Aggregate Amount Beneficially Owned by Each Reporting Person

11. Percent of Class Represented by Amount in Row 9

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CUSIP No. 43739Q 1		1373	9Q 10 0	13G
1.	Names	of I	Reporting Persons	
	Check	the .	Ventures I, LLC Appropriate Box if a Member of a Group b) x (1)	o (see instructions)
3.	SEC U	SE (ONLY	
4. Citizenship or Place of Or		ship	or Place of Organization	
	Delawa	are 5.	Sole Voting Power	
Num	ber of			
Sha	ares	6.	0 Shared Voting Power	
Benef	ficially			
Own	ed by		3,172,621 (2)	
Ea	ach	7.	Sole Dispositive Power	
Repo	orting			
Pei	rson	8.	0 Shared Dispositive Power	
W	ith:			
9.	Aggreg	gate	3,172,621 (2) Amount Beneficially Owned by Each Re	eporting Person

3,172,621 (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

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\cap T	ICID	No	43739Q	10	Λ
-	JOIL	INO.	43139Q	10	v

1. Names of Reporting Persons

Redpoint Omega, L.P.

- 2. Check the Appropriate Box if a Member of a Group (see instructions)
 - (a) " (b) x (1)
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- 4. Citizenship or Place of Organization

Delaware

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