**HOMEAWAY INC** Form 4 April 30, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31, Expires:

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Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Atchison Rebecca Lynn			2. Issuer Name <b>and</b> Ticker or Trading Symbol HOMEAWAY INC [AWAY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
1011 W. FIFTH STREET, SUITE 300		, SUITE	(Month/Day/Year) 04/28/2014	Director 10% OwnerX Officer (give title Other (specify below)  Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
AUSTIN, TX 78703			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	action Date 2A. Deemed 3 Day/Year) Execution Date, if any (Month/Day/Year)		4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	04/28/2014		Code V M	Amount 13,300	(D) A	Price \$	(Instr. 3 and 4) 65,512	D	
Stock Common Stock	04/28/2014		M	15,000	A	13.49 \$ 8.1	80,512	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Restricted Stock	(1)						(2)	(2)	Common Stock	7,400
Stock Option	\$ 2.06						(3)	01/30/2017	Common Stock	1,200
Stock Option	\$ 8.1	04/28/2014		M		15,000	<u>(4)</u>	01/29/2018	Common Stock	15,000
Stock Option	\$ 13.49	04/28/2014		M		13,300	<u>(5)</u>	11/13/2019	Common Stock	13,300
Stock Option	\$ 19.97						<u>(6)</u>	02/10/2021	Common Stock	100,000
Stock Option	\$ 25.54						<u>(6)</u>	03/27/2022	Common Stock	56,844
Stock Option	\$ 30.43						<u>(7)</u>	03/05/2023	Common Stock	55,696

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Atchison Rebecca Lynn

1011 W. FIFTH STREET, SUITE 300 Chief Financial Officer

**AUSTIN, TX 78703** 

### **Signatures**

/s/ Melissa Fruge, Attorney-in-Fact for Lynn
Atchison
04/29/2014

\*\*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) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.

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- (2) On March 27, 2012, the reporting person was granted 13,155 restricted stock units. 6.25% of the restricted stock units will vest at the end of each quarter over a period of four years, measured from June 1, 2012, subject to continued service through the vesting date.
- (3) Fully vested as of January 31, 2011.
- (4) Fully vested as of December 10, 2010.
- (5) Fully vested as of December 31, 2011.
- Vested as to 1/16th of the shares subject to the option three months following the date of grant and as to 1/48th of the shares subject to the option each month thereafter.
- 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.

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.