

HOMEAWAY INC  
Form 4  
September 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Shepherd Carl Gordon

(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)  
09/01/2013

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)  
Chief Strategy & Dev. Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    | 09/01/2013                           |  | M                              | 764 A   | 351,146   | D  |  |
| Common Stock                    | 09/03/2013                           |  | S <sup>(5)</sup>               | 211 D \$ 31.45  | 350,935   | D  |  |
| Common Stock                    | 09/03/2013                           |  | S <sup>(6)</sup>               | 10,000 D \$ 31.6  | 340,935   | D  |  |

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

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number.

**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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | (1)  | 09/01/2013                           |  | M                              | 764   | (2) (2)  | Common Stock  | 764                           |
| Stock Options                              | \$ 30.43   |                                      |  |                                |   | (3) 03/05/2023   | Common Stock  | 55,696                        |
| Stock Options                              | \$ 25.54   |                                      |  |                                |   | (4) 03/27/2022   | Common Stock  | 52,848                        |
| Stock Options                              | \$ 19.97   |                                      |  |                                |   | (4) 02/10/2021   | Common Stock  | 100,000                       |
| Stock Options                              | \$ 13.49   |                                      |  |                                |   | (4) 11/13/2019   | Common Stock  | 63,886                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Shepherd Carl Gordon<br>1011 W. FIFTH STREET, SUITE 300<br>AUSTIN, TX 78703 | X             |           | Chief Strategy & Dev. Officer |       |

## Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Carl Shepherd

09/04/2013

\*\*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) 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 12,231 restricted stock units. 6.25% of the restricted stock units vest at the end of each quarter over a period of four years, measured from June 1, 2012, subject to continued service through each vesting date.
- 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 April 1, 2017.
- (3)
- (4) 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.
- (5) Sale to cover taxes associated with restricted stock unit vesting event.
- (6) Transaction pursuant to a 10b5-1 trading plan adopted by the reporting person.

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.