

REDPOINT VENTURES I LP

Form 4

August 22, 2012

FORM 4

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

OMB APPROVAL

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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 *
Redpoint Ventures II, L.P.

2. Issuer Name and 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 (Month/Day/Year)
08/20/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 | 08/20/2012 | | J(1) | 23,872 D \$ 0 99,486 | | I | By Redpoint Associates I, LLC (1) (10) |
| Common Stock | 08/20/2012 | | J(2) | 19,032 D \$ 0 79,311 | | I | By Redpoint Associates II, LLC (2) (11) |
| Common Stock | 08/20/2012 | | J(3) | 931,025 D \$ 0 3,879,911 | | I | By Redpoint Ventures I, L.P. (3) (10) |
| Common Stock | 08/20/2012 | | J(4) | 823,073 D \$ 0 3,430,040 | | I | By Redpoint |

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| | | | | | | | | |
|-----------------|------------|------------------|---------|---|------------------------------------|---------|---|--|
| Stock | | | | | | | | Ventures II, L.P. ⁽⁴⁾ ⁽¹¹⁾ |
| Common Stock | 08/20/2012 | J ⁽⁵⁾ | 9,310 | A | \$ 0 | 9,310 | I | By Redpoint Ventures I, LLC ⁽¹⁰⁾ |
| Common Stock | 08/20/2012 | J ⁽⁶⁾ | 9,310 | D | \$ 0 | 0 | I | By Redpoint Ventures I, LLC ⁽¹⁰⁾ |
| Common Stock | 08/20/2012 | J ⁽⁷⁾ | 252,684 | A | \$ 0 | 252,684 | I | By Redpoint Ventures II, LLC ⁽¹¹⁾ |
| Common Stock | 08/20/2012 | J ⁽⁸⁾ | 252,684 | D | \$ 0 | 0 | I | By Redpoint Ventures II, LLC ⁽¹¹⁾ |
| Common Stock | 08/20/2012 | S | 4,198 | D | \$ <u>24.46</u> ⁽⁹⁾ | 98,276 | I | By Redpoint Technology Partners A-I, L.P. ⁽¹⁰⁾ |
| Common Stock | 08/20/2012 | S | 26,267 | D | \$ <u>24.46</u> ⁽⁹⁾ | 614,894 | I | By Redpoint Technology Partners Q-I, L.P. ⁽¹⁰⁾ |
| Common Stock | 08/21/2012 | S | 16,812 | D | \$ <u>24.98</u> ⁽¹²⁾ | 81,464 | I | By Redpoint Technology Partners A-I, L.P. ⁽¹⁰⁾ |
| Common Stock | 08/21/2012 | S | 105,191 | D | \$ <u>24.98</u> ⁽¹²⁾ | 509,703 | I | By Redpoint Technology Partners Q-I, L.P. ⁽¹⁰⁾ |
| Common Stock | 08/22/2012 | S | 15,840 | D | \$ <u>24.92</u> ⁽¹³⁾ | 65,624 | I | By Redpoint Technology Partners A-I, L.P. ⁽¹⁰⁾ |
| Common Stock | 08/22/2012 | S | 99,160 | D | \$ <u>24.92</u> ⁽¹³⁾ | 410,543 | I | By Redpoint Technology Partners Q-I, L.P. ⁽¹⁰⁾ |

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

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(9-02)

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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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Redpoint Ventures II, L.P. 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Associates II, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Ventures II, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT VENTURES I LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT ASSOCIATES I LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT TECHNOLOGY PARTNERS A 1 LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |

REDPOINT TECHNOLOGY PARTNERS Q 1 LP
 3000 SAND HILL ROAD
 BUILDING 2, SUITE 290
 MENLO PARK, CA 94025

X

Redpoint Ventures I, LLC
 3000 SAND HILL ROAD
 BUILDING 2, SUITE 290
 MENLO PARK, CA 94025

X

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC, which serves as the General Partner of Redpoint Ventures II, L.P. 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, a Manager of Redpoint Associates II, LLC 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Ventures I, L.P. 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the Manager of Redpoint Associates I, LLC 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Technology Partners A-I, L.P. 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Technology Partners Q-I, L.P. 08/22/2012

__Signature of Reporting Person Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC 08/22/2012

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates I, LLC ("RA I") without consideration to its members.
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates II, LLC ("RA II") without consideration to its members.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures I, L.P. ("RV I LP") without consideration to its limited partners and its general partner, Redpoint Ventures I, LLC ("RV I LLC").
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures II, L.P. ("RV II LP") without consideration to its limited partners and its general partner, Redpoint Ventures II, LLC ("RV II LLC").
- (5)

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Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RV I LP described in footnote 3.

- (6) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV I LLC without consideration to its members.
- (7) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RV II LP described in footnote 4.
- (8) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV II LLC without consideration to its members.

Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.00 to \$24.73 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (10) RV I LLC serves as the manager of RA I and serves as the general partner of RV I LP, Redpoint Technology Partners A-1, L.P. ("RTP A") and Redpoint Technology Partners Q-1, L.P. ("RTP Q"). As such, RV I LLC has sole voting and investment control over the shares owned by RA I, RV I LP, RTP A and RTP Q, and may be deemed to beneficially own the shares held by RA I, RV I LP, RTP A and RTP Q. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

- (11) RV II LLC serves as the general partner of RV II LP. RV II LLC and RA II are under common control. As such, RV II LLC has sole voting and investment control over the shares owned by RV II LP, and may be deemed to beneficially own the shares held by RA II and RV II LP. RV II LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

- (12) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.70 to \$25.04 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price..

- (13) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.55 to \$25.13 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price..

Remarks:

This is filing 1 of 2.

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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