

HOMEAWAY INC  
Form 4  
March 04, 2014

**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**

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)  
**1011 W. FIFTH STREET, SUITE 300**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/03/2014**

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

**President and CEO**

(Street)  
**AUSTIN, TX 78703**

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

**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	03/03/2014		G		165	D	\$ 0	57,446	D	
Common Stock	03/03/2014		S <sup>(1)</sup>		27,468	D	\$ 45.4813	1,100	I	By Sharples Venture Partners, LP <sup>(3)</sup>
Common Stock	03/03/2014		S <sup>(1)</sup>		1,100	D	\$ 45.7564	0	I	By Sharples Venture Partners, LP <sup>(3)</sup>

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Common Stock	11,402	I	By the Chloe Marie Sharples 1998 Trust <sup>(5)</sup>
Common Stock	11,402	I	By the Emma Jette Sharples 2002 Trust <sup>(6)</sup>
Common Stock	11,403	I	By the Hawken Drake Sharples 2009 Trust <sup>(7)</sup>

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

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(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 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 30.43					<u>(8)</u>	03/05/2023	Common Stock	162,025
Stock Options	\$ 19.97					<u>(9)</u>	02/10/2021	Common Stock	712,000
Stock Options	\$ 8.1					<u>(10)</u>	01/29/2018	Common Stock	126,262
	\$ 2.06					<u>(11)</u>	01/30/2017		194,000

Stock Options					Common Stock	
Stock Options	\$ 25.54	(12)	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  
 03/04/2014

\*\*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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (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 \$44.74 to \$45.73. 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) 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.
- (4) 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 \$45.74 to \$45.82. 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) Fully vested as of December 29, 2010.

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(11) Fully vested as of January 31, 2011.

(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 April 1, 2016.

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.