

HOAG JAY C
Form 4
February 27, 2013

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 *
TCV VI L P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2013

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) ___X___ Other (specify below)
May be part of a 13(g) group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock	02/25/2013		S	V Amount Price D \$ 27.75	2,314,213	I	TCV VI, L.P. (1) (2)
Common Stock	02/25/2013		S	V Amount Price D \$ 27.75	52,133	I	TCV Member Fund, L.P. (1) (3)
Common Stock					1,186	I	Hoag Family Trust U/A Dtd 8/2/94 (1) (4)

Common Stock	116	I	Hamilton Investments Limited Partnership <u>(1)</u> <u>(5)</u>
Common Stock	794	I	Hamilton Investments II, Limited Partnership <u>(1)</u> <u>(6)</u>

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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301				May be part of a 13(g) group

Technology Crossover Management VI, L.L.C.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
 group

HOAG JAY C
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
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KIMBALL RICK
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
 group

DREW JOHN
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
 group

REYNOLDS JON Q JR
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
 group

Trudeau Robert
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(g)
 group

Signatures

Frederic D. Fenton Authorized signatory for TCV VI, L.P.	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P.	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management VI, L.L.C.	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Jay C. Hoag	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Richard H. Kimball	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John L. Drew	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.	02/27/2013
**Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Robert W. Trudeau	02/27/2013
**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).

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VII, L.P., TCV VII(A), L.P.,

- (1) Technology Crossover Management VII, Ltd., Technology Crossover Management VII, L.P., Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan on February 27, 2013.

These securities are directly held by TCV VI, L.P. ("TCV VI"). Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds and Robert W. Trudeau (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C.

- (2) ("TCM VI") which is the sole general partner of TCV VI. Christopher P. Marshall, John C. Rosenberg, and David L. Yuan (the "Assignees") are Assignees of TCM VI. The TCM VI Members, TCM VI, and the Assignees may be deemed to beneficially own the securities held by TCV VI, but the TCM VI Members, TCM VI, and the Assignees disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The TCM VI Members, together with Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan (collectively, the "Management VII Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII"), which is a general partner of Member Fund, and

- (3) limited partners of Member Fund. The TCM VI Members are Class A Members of TCM VI, which is also a general partner of Member Fund. The Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI may be deemed to beneficially own certain of the securities held by Member Fund, but the Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Mr. Hoag is a trustee of The Hoag Family Trust U/A dated 8/2/94 and may be deemed to beneficially own certain securities held by The

- (4) Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Mr. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership and may be deemed to

- (5) beneficially own certain securities held by Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Mr. Hoag is the general partner of Hamilton Investments II, Limited Partnership and may be deemed to beneficially own certain securities

- (6) held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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