

HOMEAWAY INC  
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 \*  
**BRODY JEFFREY D**

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(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)  Other (specify below)

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)
				(A) or (D) Code V Amount Price			
Common Stock	02/25/2013		S <sup>(13)</sup>	10,773 D \$ 29	157,899	I	By Family Trust <sup>(1)</sup>
Common Stock	02/25/2013		S <sup>(13)</sup>	1,552 D \$ 29	24,996	I	By Partnership <sup>(14)</sup>
Common Stock	02/25/2013		S <sup>(13)</sup>	175 D \$ 29	1,422	I	By Partnership <sup>(15)</sup>
Common Stock					49,743	I	Redpoint Associates I, LLC <sup>(2)</sup> <sup>(3)</sup>

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Common Stock	39,655	I	By Redpoint Associates II, LLC <u>(4)</u> <u>(5)</u>
Common Stock	1,939,955	I	By Redpoint Ventures I, L.P. <u>(3)</u> <u>(6)</u>
Common Stock	1,715,020	I	By Redpoint Ventures II, L.P. <u>(5)</u> <u>(7)</u>
Common Stock	5,311	I	By Redpoint Omega Associates, LLC <u>(8)</u> <u>(9)</u>
Common Stock	187,823	I	By Redpoint Omega, L.P. <u>(9)</u> <u>(10)</u>
Common Stock	40,340	I	By Redpoint Technology Partners A-I, L.P. <u>(3)</u> <u>(11)</u>
Common Stock	252,317	I	By Redpoint Technology Partners Q-I, L.P. <u>(3)</u> <u>(12)</u>

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

**Persons who respond to the collection of information contained in this form are not 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. 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 or Amount of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Stock Option	\$ 25.54	(16)	03/27/2022	Common Stock	26,762
Stock Option	\$ 22.07	(17)	06/06/2022	Common Stock	13,514

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODY JEFFREY D 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025	X			

## Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Jeffrey D. Brody 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).
- (1) The shares are held by the Brody Family Trust U/D/T dated July 1, 1994 (the "Family Trust"). The Reporting Person is a trustee and beneficiary of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.
- (2) The shares are held by Redpoint Associates I, LLC ("RA I").
- (3) The Reporting Person is a Managing Director of Redpoint Ventures I, LLC, which serves as the manager of RA I and serves as the general partner of RV I LP, RTP A and RTP Q. As such, the Reporting Person shares voting and investment power over the shares held by RA I, RV I LP, RTP A and RTP Q. The Reporting Person disclaims beneficial ownership of the shares held by RA I, RV I LP, RTP A and RTP Q except to the extent of his proportionate pecuniary interest therein.
- (4) The shares are held by Redpoint Associates II, LLC ("RA II").
- (5) The Reporting Person is a Managing Director of Redpoint Ventures II, LLC (RV II LLC"), which serves as the general partner of RV II LP. RV II LLC and RA II are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RV II LP and RA II. The Reporting Person disclaims beneficial ownership of the shares held by RV II LP and RA II except to the extent of his proportionate pecuniary interest therein.
- (6) The shares are held by Redpoint Ventures I, L.P. ("RV I LP").
- (7) The shares are held by Redpoint Ventures II, L.P. ("RV II LP").
- (8) The shares are held by Redpoint Omega Associates, LLC ("RO Associates").
- (9) The Reporting Person is a Managing Director of Redpoint Omega, LLC ("RO LLC"), which serves as the general partner of RO LP. RO LLC and RO Associates are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RO LP and RO Associates. The Reporting Person disclaims beneficial ownership of the shares held by RO LP and RO Associates except to the extent of his proportionate pecuniary interest therein.
- (10) The shares are held by Redpoint Omega, L.P. ("RO LP").
- (11) The shares are held by Redpoint Technology Partners A-I, L.P. ("RTP A").
- (12) The shares are held by Redpoint Technology Partners Q-I, L.P. ("RTP Q").
- (13)

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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 entered into by the reporting person on September 11, 2012.

- The shares are held by the Children's Partnership. The Reporting Person is a general partner of the Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.
- (14) The shares are held by the Children's Partnership. The Reporting Person is a general partner of the Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.
- (15) The shares are held by Koga Partners L.P.(Koga). The Reporting Person is a general partner of Koga. The Reporting Person disclaims beneficial ownership of the shares held by Koga except to the extent of his proportionate pecuniary interest therein.
- (16) 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, 2015
- (17) 8.33% vest monthly beginning one month from grant date and will be fully vested as of June 6 2013.

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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