

HOMEAWAY INC

Form 4

December 15, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHARPLES BRIAN

(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)
12/15/2015

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)

CEO, President and Chairman

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 Ownership (Instr. 4)
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Code	V	Amount	(A) or (D)	Price
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Common Stock	12/15/2015		D ⁽¹⁾	11,403	D	<u>(2)</u>	0	I
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By the
Hawken
Drake
Sharples
2009 Trust
(3)

Common Stock	12/15/2015		D ⁽¹⁾	11,402	D	<u>(2)</u>	0	I
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By the
Emma
Jette
Sharples
2002 Trust
(4)

Common Stock	12/15/2015	D ⁽¹⁾	11,402	D	<u>(2)</u>	0	I	By the Chloe Marie Sharples 1998 Trust <u>(5)</u>
Common Stock	12/15/2015	D ⁽¹⁾	255,261	D	<u>(6)</u>	0	D	

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 33.44	12/15/2015		D ⁽¹⁾			150,000	⁽⁷⁾	05/01/2024	Common Stock	150,000
Stock Option	\$ 8.1	12/15/2015		D ⁽¹⁾			11,682	⁽⁹⁾	01/29/2018	Common Stock	11,682
Stock Option	\$ 30.43	12/15/2015		D ⁽¹⁾			162,025	⁽⁷⁾	03/05/2023	Common Stock	162,025
Stock Option	\$ 19.97	12/15/2015		D ⁽¹⁾			712,000	⁽¹⁰⁾	02/10/2021	Common Stock	712,000
Stock Option	\$ 2.06	12/15/2015		D ⁽¹⁾			194,000	⁽¹¹⁾	01/30/2017	Common Stock	194,000
Stock Option	\$ 25.54	12/15/2015		D ⁽¹⁾			115,240	⁽⁷⁾	03/27/2022	Common Stock	115,240
Stock Option	\$ 27.48	12/15/2015		D ⁽¹⁾			194,119	⁽⁷⁾	05/01/2025	Common Stock	194,119

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SHARPLES BRIAN

1011 W. FIFTH STREET, SUITE 300

X

CEO, President and Chairman

AUSTIN, TX 78703

Signatures

/s/ Melissa Fruge, as Attorney-in-Fact for Brian Sharples

12/15/2015

__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) Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated as of November 4, 2015 (the "Merger Agreement").
- (2) Pursuant to the Merger Agreement, each share of the stock was exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock.
- (3) 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.
- (4) 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.
- (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) Pursuant to the Merger Agreement, (i) 38,594 shares of the common stock were exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock, (ii) 110,648 restricted stock awards vested immediately prior to the First Effective Time (as defined in the Merger Agreement) and were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each share of common stock subject to each such restricted stock award, less applicable tax withholdings, and (iii) 106,019 restricted stock units vested immediately prior to the First Effective Time and were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of Parent Common Stock in respect of each share of common stock subject to each such vested restricted stock unit, less applicable tax withholdings.
- (7) Fully vested as of December 15, 2015.
- (8) Each share of common stock subject to the options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such options, less applicable tax withholdings.
- (9) Fully vested on December 10, 2010.
- (10) Fully vested on February 10, 2015.
- (11) Full vested on January 31, 2011.

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.