

Rosenberg John C.
Form 5
February 13, 2013

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Rosenberg John C.

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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)
May be part of a 13(g) group

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount (D) Price | | | |
| Class A Common Stock | 03/21/2012 | ^ | G ⁽¹⁾ | 233 D \$ 0 0 | | I | Rosenberg Family Trust ⁽²⁾ |
| Class A Common Stock | ^ | ^ | ^ | ^ ^ ^ 2,952,049 | | I | TCV VI, L.P. ⁽³⁾ |
| Class A Common Stock | ^ | ^ | ^ | ^ ^ ^ 4,867,308 | | I | TCV VII, L.P. ⁽⁴⁾ |

Stock

| | | | | | | | | | |
|----------------------------|---|---|---|---|---|---|-----------|---|---|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,527,648 | I | TCV VII (A), L.P. ⁽⁵⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 66,502 | I | TCV Member Fund, L.P. ⁽⁶⁾ |

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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------|------------------|-----------------|-------|----------------------------|
| (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Rosenberg John C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | Â | Â | Â | May be part of a 13(g) group |

Signatures

Frederic D. Fenton, Authorized Signatory for John C. Rosenberg

02/13/2013

__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) Bona fide gift of shares.

(2) John C. Rosenberg is a trustee of Rosenberg Family Trust and may be deemed to beneficially own certain securities held by Rosenberg Family Trust. Mr. Rosenberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) These securities are directly held by TCV VI, L.P. ("TCV VI"). Five individuals (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of TCV VI. The TCM VI Members and TCM VI may be deemed to beneficially own the securities held by TCV VI, but the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Mr. Rosenberg has an assignee interest in TCM VI; however, he disclaims beneficial ownership of the shares held by TCV VI except to the extent of his pecuniary interest therein.

(4) These securities are directly held by TCV VII, L.P. ("TCV VII"). John C. Rosenberg and eight other individuals ("Management VII Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(5) These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The Management VII Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A). The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

(6) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Management VII Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. Mr. Rosenberg is an assignee 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.