

Krone Kevin
Form 4
May 01, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Krone Kevin

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. 5TH STREET, SUITE #300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2013

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

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

AUSTIN, TX 78703

(City) (State) (Zip)

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	(D)	Price

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

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information contained in this form are not
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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Options	\$ 30.71	04/29/2013	A		18,677		05/29/2013 ⁽¹⁾	04/29/2013	Common Stock	18,677		
Restricted Stock Units (RSU)	⁽²⁾	04/29/2013	A		3,540		⁽²⁾	⁽²⁾	Common Stock	3,540		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Krone Kevin 1011 W. 5TH STREET SUITE #300 AUSTIN, TX 78703	X			

Signatures

Melissa Fruge as Attorney-In-Fact for Kevin Krone

05/01/2013

****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) Thirty-three and one-third percent (33⅓%) of the Shares subject to the Restricted Stock Unit shall vest one year after the corresponding day of the third month following the Vesting Commencement Date, and an additional thirty-three and one-third percent (33⅓%) of the Shares subject to the Restricted Stock Unit shall vest annually thereafter, until all the Shares are vested, subject to the Participant continuing to be a Service Provider on such dates.

- (2) One thirty-sixth (1/36th) of the Shares subject to the Option shall vest and become exercisable on the corresponding day of each month following the Vesting Commencement Date, or to the extent such a month does not have the corresponding day, on the last day of any such month, until all the Shares are vested and exercisable, subject to Optionee's continuing to be a Service Provider on such dates.

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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