

HOMEAWAY INC
Form SC 13G
February 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

HomeAway, Inc.
(Name of issuer)

Common Stock, par value \$0.0001 per share
(Title of class of securities)

43739Q 10 0
(CUSIP number)

December 31, 2011
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 43739Q 10 0

Page 2 of 16 Pages

(1) Names of reporting persons

Redpoint Ventures II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares
(6) Shared voting power

beneficially

owned by (2)
each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

with:

(2)
(9) Aggregate amount beneficially owned by each reporting person

(2)
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

17.8% (3)

(12) Type of reporting person (see instructions)

PN

- (1) This statement on Schedule 13G is filed by Redpoint Ventures I, L.P. (RV I), Redpoint Technology Partners Q-I, L.P. (RTP Q-I), Redpoint Technology Partners A-I, L.P. (RTP A-I), Redpoint Associates I, LLC (RA I), Redpoint Ventures I, LLC (RV I LLC), Redpoint Ventures II, L.P. (RV II), Redpoint Associates II, LLC (RA II), Redpoint Ventures II, LLC (RV II LLC), Redpoint Omega, L.P. (RO), Redpoint Omega Associates, LLC (ROA) and Redpoint Omega, LLC (RO LLC, together with RV I, RTP Q-I, RTP A-I, RA I, RV I LLC, RV II, RA II, RV II LLC, RO and ROA, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 5,899,259 shares of Common Stock held by RV II, (ii) 136,407 shares of Common Stock held by RA II, (iii) 6,672,986 shares of Common Stock held by RV I, (iv) 681,673 shares of Common Stock held by RTP Q-I, (v) 108,948 shares of Common Stock held by RTP A-I, (vi) 171,102 shares of Common Stock held by RA I, (vii) 646,066 shares of Common Stock held by RO and (viii) 18,270 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011.
- (3) This percentage is calculated based on 80,582,163 shares of Common Stock (as of November 2, 2011) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2011, as filed with the Securities and Exchange Commission (the SEC) on November 4, 2011.

SCHEDULE 13G

CUSIP No. 43739Q 10 0

Page 3 of 16 Pages

(1) Names of reporting persons

Redpoint Associates II, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares

0

beneficially

(6) Shared voting power

owned by

each

14,334,711 (2)

(7) Sole dispositive power

reporting

person

(8) Shared dispositive power

with:

14,334,711 (2)

(9) Aggregate amount beneficially owned by each reporting person

14,334,711 (2)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

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17.8% (3)

(12) Type of reporting person (see instructions)

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Redpoint Ventures II, LLC

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(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 14,334,711 (2)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

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(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

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reporting

person 0
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(1) Names of reporting persons

Redpoint Technology Ventures Q-I, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 14,334,711 (2)
each (7) Sole dispositive power

reporting

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Redpoint Technology Ventures A-I, L.P.

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(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares
(6) Shared voting power

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each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

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Page 8 of 16 Pages

(1) Names of reporting persons

Redpoint Associates I, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 14,334,711 (2)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

14,334,711 (2)

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(1) Names of reporting persons

Redpoint Ventures I, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

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(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

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CUSIP No. 43739Q 10 0

Page 10 of 16 Pages

(1) Names of reporting persons

Redpoint Omega, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

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each (7) Sole dispositive power

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Redpoint Omega Associates, LLC

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OO

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- (2) Includes (i) 5,899,259 shares of Common Stock held by RV II, (ii) 136,407 shares of Common Stock held by RA II, (iii) 6,672,986 shares of Common Stock held by RV I, (iv) 681,673 shares of Common Stock held by RTP Q-I, (v) 108,948 shares of Common Stock held by RTP A-I, (vi) 171,102 shares of Common Stock held by RA I, (vii) 646,066 shares of Common Stock held by RO and (viii) 18,270 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011.
- (3) This percentage is calculated based on 80,582,163 shares of Common Stock (as of November 2, 2011) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2011, as filed with the SEC on November 4, 2011.

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(1) Names of reporting persons

Redpoint Omega, LLC

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b) (1)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 14,334,711 (2)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

14,334,711 (2)

(9) Aggregate amount beneficially owned by each reporting person

14,334,711 (2)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

17.8% (3)

(12) Type of reporting person (see instructions)

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- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 5,899,259 shares of Common Stock held by RV II, (ii) 136,407 shares of Common Stock held by RA II, (iii) 6,672,986 shares of Common Stock held by RV I, (iv) 681,673 shares of Common Stock held by RTP Q-I, (v) 108,948 shares of Common Stock held by RTP A-I, (vi) 171,102 shares of Common Stock held by RA I, (vii) 646,066 shares of Common Stock held by RO and (viii) 18,270 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011.
- (3) This percentage is calculated based on 80,582,163 shares of Common Stock (as of November 2, 2011) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2011, as filed with the SEC on November 4, 2011.

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Introductory Note: This statement on Schedule 13G is being filed by the Reporting Persons in respect of shares of Common Stock, par value \$0.0001 per share (Common Stock), of HomeAway, Inc. (the Issuer).

Item 1(a). Name of Issuer:

HomeAway, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1011 W. Fifth Street, Suite 300

Austin, Texas 78703

Item 2(a). Name of Person(s) Filing:

Redpoint Ventures II, L.P. (RV II)

Redpoint Associates II, LLC (RA II)

Redpoint Ventures II, LLC (RV II LLC)

Redpoint Ventures I, L.P. (RV I)

Redpoint Technology Partners Q-I, L.P. (RTP Q-I)

Redpoint Technology Partners A-I, L.P. (RTP A-I)

Redpoint Associates I, LLC (RA I)

Redpoint Ventures I, LLC (RV I LLC)

Redpoint Omega, L.P. (RO)

Redpoint Omega Associates, LLC (ROA)

Redpoint Omega, LLC (RO LLC)

Item 2(b). Address of Principal Business Office:

Redpoint Ventures

3000 Sand Hill Road, Suite 290

Menlo Park, California 94025

Item 2(c). Citizenship:

RV II is a Delaware limited partnership

RA II is a Delaware limited liability company

RV II LLC is a Delaware limited liability company

RV I is a Delaware limited partnership

RTP Q-I is a Delaware limited partnership

RTP A-I is a Delaware limited partnership

RA I is a Delaware limited liability company

RV I LLC is a Delaware limited liability company

RO is a Delaware limited partnership

ROA is a Delaware limited liability company

RO LLC is a Delaware limited liability company

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share.

Item 2(e). CUSIP Number:

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:
Not applicable.

Item 4(a). Amount Beneficially Owned:

Item 4(b). Percent of Class:

Item 4(c). Number of shares as to which such persons have:

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2011:

| Reporting Persons | September 30, Shares of Common Stock Held Directly | September 30, Sole Voting Power | September 30, Shared Voting Power | September 30, Sole Dispositive Power | September 30, Shared Dispositive Power | September 30, Beneficial Ownership | September 30, Percentage of Class (2) |
|-------------------|--|--|--|---|---|--|---|
| RV II | 5,899,259 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RA II | 136,407 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RV II LLC (1) | 0 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RV I | 6,672,986 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RTP Q-I | 681,673 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RTP A-I | 108,948 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RA I | 171,102 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RV I LLC (1) | 0 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RO | 646,066 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| ROA | 18,270 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |
| RO LLC (1) | 0 | 0 | 14,334,711 | 0 | 14,334,711 | 14,334,711 | 17.8% |

- (1) RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control.

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- (2) The percentages are calculated based on 80,582,163 shares of Common Stock (as of November 2, 2011) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2011, as filed with the SEC on November 4, 2011.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

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Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2012

REDPOINT VENTURES II, L.P.

By its General Partner, Redpoint Ventures II, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT ASSOCIATES II, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT VENTURES II, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT VENTURES I, L.P.

By its General Partner, Redpoint Ventures II, LLC

REDPOINT OMEGA, L.P.

By its General Partner, Redpoint Omega, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT OMEGA ASSOCIATES, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT OMEGA, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

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By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT TECHNOLOGY PARTNERS Q-I, L.P.

REDPOINT TECHNOLOGY PARTNERS A-I, L.P.

By its General Partner, Redpoint Ventures I, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT ASSOCIATES I, LLC

By its Manager, Redpoint Ventures I, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

REDPOINT VENTURES I, LLC

By: /s/ Jeffrey D. Brody

Jeffrey D. Brody

Manager

Exhibit(s): 99.1: Joint Filing Statement