

HOMEAWAY INC  
Form 4  
August 04, 2015

**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)  
**08/01/2015**

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 08/01/2015                           |  | A                              | (A) or (D)<br>2,870<br>(1)  | \$ 0 6,679  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 120,739   | I  | By Family Trust (2)               |
| Common Stock                    |                                      |  |                                |   | 18,591  | I  | By Partnership (3)                |
| Common Stock                    |                                      |  |                                |   | 623   | I  | By Koga (4)                       |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 30.04   | 08/01/2015                           |  | A                              | 7,447   | <u>(5)</u> 08/01/2025                                    | Common Stock  | 7,447                         |
| Stock Option                               | \$ 25.54   |                                      |  |                                |   | <u>(6)</u> 03/27/2022                                    | Common Stock  | 26,762                        |
| Stock Option                               | \$ 22.07   |                                      |  |                                |   | <u>(7)</u> 06/06/2022                                    | Common Stock  | 13,514                        |
| Stock Option                               | \$ 30.52   |                                      |  |                                |   | <u>(8)</u> 08/01/2023                                    | Common Stock  | 7,472                         |
| Stock Option                               | \$ 33.83   |                                      |  |                                |   | <u>(9)</u> 08/01/2024                                    | Common Stock  | 6,150                         |

## Reporting Owners

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

## Signatures

/s/ Melissa Fruge (as Attorney-in-Fact for Jeffrey D. Brody)

08/04/2015

\*\*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).
  - Represents restricted stock units awarded to the reporting person. 100% of the shares subject to the restricted stock units vest on the one-year anniversary of the vesting commencement date, such that the award will be fully-vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.
  - (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 the Brody Children's Partnership (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.
  - (3) 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.
  - (4) 1/12th of the shares of common stock subject to the option vests each month following vesting commencement date, such that award will be fully-vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.
  - (5) Fully vested as of April 1, 2015.
  - (6) Fully vested as of June 6, 2013.
  - (7) Fully vested on August 1, 2014.
  - (8) Fully vested on August 1, 2015.
  - (9)

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.