

Yuan David
Form 4
July 05, 2011

FORM 4

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

OMB APPROVAL

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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 *
Marshall Christopher P

(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. Date of Earliest Transaction
(Month/Day/Year)
07/05/2011

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(d) group

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 Indirect Ownership (Instr. 4)
Common Stock	07/05/2011		C	V Amount (A) or (D) Price	243,357 A (1) 283,720	I	TCV VII, L.P. (2) (3)
Common Stock	07/05/2011		C	V Amount (A) or (D) Price	5,007,535 A (4) 5,291,255	I	TCV VII, L.P. (2) (3)
Common Stock	07/05/2011		P	V Amount (A) or (D) Price	116,865 A \$ 27 5,408,120	I	TCV VII, L.P. (2) (3)
Series A Redeemable Preferred Stock	07/05/2011		J(5)	V Amount (A) or (D) Price	48,268 D (5) 0	I	TCV VII, L.P. (2) (3)

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Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁶⁾	3,083	D	<u>(6)</u>	0	I	TCV VII, L.P. <u>(2)</u> <u>(3)</u>
Common Stock	07/05/2011	C	126,375	A	<u>(1)</u>	147,275	I	TCV VII (A), L.P. <u>(2)</u> <u>(7)</u>
Common Stock	07/05/2011	C	2,600,532	A	<u>(4)</u>	2,747,807	I	TCV VII (A), L.P. <u>(2)</u> <u>(7)</u>
Common Stock	07/05/2011	P	60,691	A	\$ 27	2,808,498	I	TCV VII (A), L.P. <u>(2)</u> <u>(7)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	25,066	D	<u>(5)</u>	0	I	TCV VII (A), L.P. <u>(2)</u> <u>(7)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁶⁾	1,600	D	<u>(6)</u>	0	I	TCV VII (A), L.P. <u>(2)</u> <u>(7)</u>

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

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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)		
					V	(A) (D)		Date Exercisable	Expiration Date	Title
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011		C		243,357	<u>(1)</u>	<u>(1)</u>	Common Stock	243,357
Series D Convertible Preferred Stock	<u>(4)</u>	07/05/2011		C		5,007,535	<u>(4)</u>	<u>(4)</u>	Common Stock	5,007,535

Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	126,375	<u>(1)</u>	<u>(1)</u>	Common Stock	126,3
Series D Convertible Preferred Stock	<u>(4)</u>	07/05/2011	C	2,600,532	<u>(4)</u>	<u>(4)</u>	Common Stock	2,600,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	X		May be part of a 13(d) group
TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
McAdam Timothy P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Rosenberg John C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group
Yuan David C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(d) group

Signatures

Frederic D. Fenton Authorized signatory for Christopher P. Marshall	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV VII, L.P.	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for TCV VII (A), L.P.	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, Ltd.	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, L.P.	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Timothy P. McAdam	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John C. Rosenberg	07/05/2011
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for David L. Yuan	07/05/2011
__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) The Series C Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VI, L.P., TCV Member Fund, L.P., Technology Crossover Management VI, L.L.C, and Jay C. Hoag, Richard H. Kimball, John L. Drew, William J.G. Griffith IV, Jon Q. Reynolds, Jr., and Robert W. Trudeau (collectively, the "TCM VI Members" and, together with Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan, the "TCM VII Class A Directors") on July 5, 2011.

These securities are directly held by TCV VII, L.P. The TCM 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, L.P. The TCM VII Class A Directors, (3) Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the TCM VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (4) The Series D Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.

The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were (5) accordingly redeemed by HomeAway, Inc. at a price equal to \$1.40 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$102,307.00 to TCV VII, L.P. and \$53,128.93 to TCV VII (A), L.P.

The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were (6) accordingly redeemed by HomeAway, Inc. at a price equal to \$2.00 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$8,687.81 to TCV VII, L.P. and \$4,508.76 to TCV VII (A), L.P.
- (7) These securities are directly held by TCV VII (A), L.P. The TCM 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), L.P. The

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TCM VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the TCM VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.

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.