SHARPLES BRIAN

Form 4/A

October 05, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

Stock

(Print or Type Responses)

SHARPLES BRIAN

1. Name and Address of Reporting Person *

| | | I | HOMEAWAY INC [AWAY] | | | |] | (Check all applicable) | | | |
|--------------------------------------|---|---|---------------------|------------------------------------|-------|--|--|---|--|--|---|
| (Last) 1011 W. F | (| 3. Date of Earliest Transaction (Month/Day/Year) 09/14/2012 | | | | | | _X_ Director 10% Owner Symbol Owner Officer (give title Other (specify below) President and CEO | | | |
| | (Street) | 4 | 4. If An | nendmen | ıt, I | Date Origin | al | | 6. Individual or Jo | int/Group Fil | ing(Check |
| AUSTIN, | | Filed(Month/Day/Year) 09/17/2012 | | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tal | ble I - N | on- | Derivative | e Secu | rities Acqu | ired, Disposed of | , or Beneficia | ally Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Da any (Month/Day/ | ĺ | 3. Transac Code (Instr. 8 | 8) | 4. Securit for Dispos (Instr. 3, 4 | ed of (| | 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) |
| Common Stock | 09/14/2012 | | | $M_{\underline{9})}$ | | 24,000 | A | \$ 19.97 | 81,346 | D | |
| Common Stock | 09/14/2012 | | | S(1) | | 24,000 | D | \$ 25.0861 | 57,346 | D | |
| Common Stock | | | | | | | | | 1,062,513 | I | By Moose Pond Investments, LP (2) |
| Common | | | | | | | | | 200,000 | I | By Sharples |

Venture

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| | | | Partners, LP (3) | | | | |
|---|--|---------------|---|--|--|--|--|
| Common Stock | 11,402 | I | By The Chloe Marie Sharples 1998 Trust | | | | |
| Common Stock | 11,402 | I | By The Emma Jette Sharples 2002 Trust | | | | |
| Common Stock | 11,403 | I | By The Hawken Drake Sharples 2009 Trust | | | | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | |
| | Persons who respond to the colle information contained in this form required to respond unless the foldisplays a currently valid OMB conumber. | are not rm | 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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | TransactionDerivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---------------------------------------|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 19.97 | 09/14/2012 | | M(9) | | 24,000 | (8) | 02/09/2021 | Common Stock | 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| | X | | President and CEO | | | | | |

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SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brian Sharples

10/05/2012

**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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) The reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
- (3) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.
- (4) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust
- (5) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust
- (6) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.22
- (8) Vested as to 1/16th of the shares subject to the option on May 10, 2011 and as to 1/48th of the shares subject to the option each month thereafter.
- (9) To correct transaction to reflect vesting of shares.

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.

Signatures 3