**HOMEAWAY INC** Form 4

May 05, 2014

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

2. Issuer Name and Ticker or Trading

HOMEAWAY INC [AWAY]

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

SHARPLES BRIAN

1. Name and Address of Reporting Person \*

								(Chec	ck all applicable	:)		
(Last)	(First)	(Middle)	3. Date of	f Earliest Tr	ansaction							
			(Month/D	Day/Year)				_X_ Director	10%	Owner		
1011 W. FIFTH STREET, SUITE				05/01/2014				_X_ Officer (give	er (specify			
300								below)	below)			
300								President and CEO				
	(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mor	Filed(Month/Day/Year)				Applicable Line)				
			`	Thed(Monda Bay) Teat)				_X_ Form filed by One Reporting Person				
AUSTIN, T	TX 78703							Form filed by More than One Reporting				
71051111, 1	.14 10103							Person				
(City)	(State)	(Zip)	Tobl	a I Non D	orivotivo Sc	ouriti	os A ca	uired, Disposed o	f or Ronoficial	ly Owned		
			1 avi	e i - Moli-D	ciivanve se	cui iti	cs Acq	un eu, Disposeu o	i, or beneficial	ly Owned		
1.Title of	2. Transaction D			3.	4. Securitie			5. Amount of	6. Ownership			
Security	(Month/Day/Yea	· /	on Date, if	Transaction(A) or Disposed of (D)				Securities	Form: Direct			
(Instr. 3)		any		Code	(Instr. 3, 4	and 5)		Beneficially	(D) or Indirect (I)	Beneficial		
		(Month/	'Day/Year)	(Instr. 8)				Owned		Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or		(Instr. 3 and 4)				
				Code V	Amount	(D)	Price	(Ilisti. 3 and 4)				
Common	05/01/2014(1)			٨	100 000	٨	¢ 0	165 446	D			
Stock	05/01/2014 <u>(1)</u>			A	108,000	A	\$ 0	165,446	D			
										By the		
										Chloe		
Common								11 402	*	Marie		
Stock								11,402	I	Sharples		
50011										1998 Trust		
										(2)		
Common								11,402	I	By the		
Stock								11,.02	-	Emma		
Stock										Jette		
										Sharples		

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

#### Edgar Filing: HOMEAWAY INC - Form 4

 $\begin{array}{c} 2002 \text{ Trust} \\ & \begin{array}{c} (3) \\ \hline \\ \text{By the} \\ \text{Hawken} \\ \\ \text{Stock} \end{array}$  Common Stock  $\begin{array}{c} 11,403 \\ \text{Sharples} \\ 2009 \text{ Trust} \\ \hline \\ (4) \\ \end{array}$ 

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (ADisposed of (Instr. 3, 4, 5)	A) or f (D)	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 Options	\$ 33.44	05/01/2014		A	150,000		(5)	05/01/2024	Common Stock	150,000
Stock Options	\$ 8.1						<u>(6)</u>	01/29/2018	Common Stock	11,682
Stock Options	\$ 30.43						<u>(7)</u>	03/05/2023	Common Stock	162,025
Stock Options	\$ 19.97						<u>(8)</u>	02/10/2021	Common Stock	712,000
Stock Options	\$ 2.06						<u>(9)</u>	01/30/2017	Common Stock	194,000
Stock Options	\$ 25.54						(10)	03/27/2022	Common Stock	115,240

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 5	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

05/05/2014

\*\*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 RSUs will vest in four (4) equal annual installments beginning on June 1, 2014.
- (2) The reporting person is the trustee of The Chloe Marie Sharples 1998 Trust, and has voting and dispositive power over the shares held by said trust.
- (3) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust, and has voting and dispositive power over the shares held by said trust.
- (4) The reporting person is the trustee of The Hawken Drake Sharples 2009 Trust, and has voting and dispositive power over the shares held by said trust.
- (5) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting

  Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of May 1, 2018.
- (6) Fully vested as of December 29, 2010.
- (7) 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of April 1, 2017.
- (8) 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of February 10, 2015.
- (9) Fully vested as of January 31, 2011.
- (10) 6.25% of the shares of Common Stock subject to the option shall vest on the date which is three months following the Vesting Commencement Date, and an additional one forty-eighth (1/48th) of the shares of Common Stock subject to the option vest on the corresponding day of each month thereafter (or, to the extent such a month does not have the corresponding day, on the last day of any such month), and will be fully vested as of April 1, 2016.

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.

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