

THORNTON JOHN D
Form 4
November 08, 2012

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 *
AV PARTNERS VIII LP

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
300 WEST 6TH STREET, SUITE 2300

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
AUSTIN, TX 78701

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/06/2012 | | J ⁽¹⁾ | | 2,142,509 | D | \$ 0 |
| | | | | | | | 14,997,563 |
| | | | | | | I ⁽²⁾ | |
| Common Stock | 11/06/2012 | | J ⁽⁴⁾ | | 21,425 | A | \$ 0 |
| | | | | | | | 21,425 |
| | | | | | | | \$ |
| Common Stock | 11/06/2012 | | S | | 21,425 | D | 22.2289 |
| | | | | | | | 0 |
| | | | | | | | <u>(5)</u> |

By
Austin Ventures VIII, L.P.
(3)

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AV PARTNERS VIII LP 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |
| AUSTIN VENTURES VIII LP 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |
| ARAGONA JOSEPH C 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |
| DEANGELIS KENNETH P 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |
| THORNTON JOHN D 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |
| PACITTI CHRISTOPHER A 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701 | | X | | |

Signatures

| | |
|---|------------|
| Kevin A. Kunz, Attorney-in-fact for AV Partners VIII, L.P. | 11/08/2012 |
| __Signature of Reporting Person | Date |
| Kevin A. Kunz, Attorney-in-fact for Austin Ventures VIII, L.P. | 11/08/2012 |
| __Signature of Reporting Person | Date |
| Kevin A. Kunz, Attorney-in-fact for Joseph C. Aragona | 11/08/2012 |
| __Signature of Reporting Person | Date |
| Kevin A. Kunz, Attorney-in-fact for Kenneth P. DeAngelis | 11/08/2012 |
| __Signature of Reporting Person | Date |
| Kevin A. Kunz, Attorney-in-fact for John D. Thornton | 11/08/2012 |
| __Signature of Reporting Person | Date |
| Kevin A. Kunz, Attorney-in-fact for Christopher A. Pacitti | 11/08/2012 |
| __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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Austin Ventures VIII, L.P. ("AV VIII") without consideration to its limited partners and its general partner, AV Partners VIII, L.P. ("AVP VIII").
Shares held directly by AV VIII. AVP VIII may be deemed to have sole voting and dispositive power over the shares held by AV VIII.
 - (2) Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton and Christopher A. Pacitti are the general partners of AVP VIII and may be deemed to share voting and dispositive power over the shares held by AV VIII. Such persons and entities disclaim beneficial ownership over the shares held by AV VIII except to the extent of any pecuniary interest therein.
 - (3) AVP VIII is the general partner of AV VIII.
 - (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by AV VIII described in footnote 1.
Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$22.10 to
 - (5) \$22.51 per share. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or a securityholder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton and Christopher A. Pacitti are the general partners of AV Partners VIII, L.P. which serves as the general partner of Austin Ventures VIII, L.P. Each Reporting Owner disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Owner's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Owner, and this report shall not be deemed an admission that such Reporting Owner is the beneficial owner of any securities for purposes of Section 16 or for any other purpose.

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.