HOMEAWAY INC Form 4 December 15, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hale Thomas E Issuer Symbol HOMEAWAY INC [AWAY] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 1011 W. FIFTH STREET, SUITE 12/15/2015 below) below) 300 Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **AUSTIN, TX 78703** Person (State) (Zip)

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/15/2015 $D^{(1)}$ 202,692 D (2) 0 D Stock

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.48	12/15/2015		D(1)		70,896	(3)	05/01/2025	Common Stock	70,896
Stock Option	\$ 30.43	12/15/2015		D(1)		55,696	<u>(5)</u>	03/05/2023	Common Stock	55,696
Stock Option	\$ 25.54	12/15/2015		D(1)		49,956	<u>(7)</u>	03/27/2022	Common Stock	49,956
Stock Option	\$ 19.97	12/15/2015		D(1)		38,333	<u>(9)</u>	02/10/2021	Common Stock	38,333
Stock Option	\$ 13.93	12/15/2015		D(1)		168,494	<u>(11)</u>	06/28/2020	Common Stock	168,494
Stock Option	\$ 33.44	12/15/2015		D <u>(1)</u>		50,000	(13)	05/01/2024	Common Stock	50,000

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Hale Thomas E

1011 W. FIFTH STREET, SUITE 300

AUSTIN, TX 78703

Signatures

/s/Melissa Fruge, Attorney-in-Fact for Thomas Hale

12/15/2015

Chief Operating Officer

**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).
- Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated **(1)** as of November 4, 2015 (the "Merger Agreement").
 - Pursuant to the Merger Agreement, (i) 125,985 shares of the common stock were exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock, (ii) 40,411 restricted stock
- awards were assumed and converted into restricted stock awards with respect to a number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement and (iii) 36,296 restricted stock units were assumed and converted automatically into restricted stock units of Parent Common Stock pursuant to a formula described in the Merger Agreement.

(3)

Reporting Owners 2

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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, 2019.

- Pursuant to the Merger Agreement, (i) 11,816 vested options were cancelled in exchange for the right to receive \$10.15 in cash and

 .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 59,080 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (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 April 1, 2017.
- Pursuant to the Merger Agreement, (i) 37,130 vested options were cancelled in exchange for the right to receive \$10.15 in cash and
 .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 18,566 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (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 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 April 1, 2016.
- Pursuant to the Merger Agreement, (i) 45,792 vested options were cancelled in exchange for the right to receive \$10.15 in cash and

 .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 4,164 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (9) Fully vested as of December 10, 2014.
- (10) Pursuant to the Merger Agreement, 38,333 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings.
- (11) Fully vested as of June 18, 2014.
- (12) Pursuant to the Merger Agreement, 168,494 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings.
- 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 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.
- Pursuant to the Merger Agreement, (i) 19,791 vested options were cancelled in exchange for the right to receive \$10.15 in cash and
 .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings,
 and (ii) 30,209 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock
 pursuant to a formula described in the Merger Agreement.

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.