

HOMEAWAY INC  
Form 4  
August 05, 2014

**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 \*  
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)  
08/01/2014

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)

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 Beneficial Ownership (Instr. 4)
Common Stock	08/01/2014		A	2,382 <sup>(1)</sup>	\$ 0	D <sup>(2)</sup>	
Common Stock	08/04/2014		S	572,569	\$ 33.08	I	TCV VII, L.P. <sup>(3)</sup>
Common Stock	08/04/2014		S	297,342	\$ 33.08	I	TCV VII (A), L.P. <sup>(4)</sup>
Common Stock	08/04/2014		S	5,089	\$ 33.08	I	TCV Member Fund, L.P.

Common Stock	5,965	I	(5) Marshall Carroll 2000 Trust (6)
Common Stock	1,463,735	I	TCV VI, L.P. (7)

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)	8. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 33.83	08/01/2014		A	6,150	(8) 08/01/2024	Common Stock	6,150	

## 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			

## Signatures

Frederic D. Fenton, Authorized signatory for Christopher P. Marshall

08/05/2013

\_\_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 restricted stock units awarded to Christopher P. Marshall. 100% of the shares subject to the restricted stock units vest on the one-year anniversary of the vesting commencement date, such that the award will be fully vested on August 1, 2015.

These restricted stock units are held directly by Christopher P. Marshall. Christopher P. Marshall has sole voting and dispositive power over the shares however, TCV VI Management, L.L.C. ("TCV VI Management") and TCV VII Management, L.L.C. ("TCV VII Management") own 100% of the pecuniary interest therein. Five individuals (collectively the "TCV VI Management Members") are members of TCV VI Management, and the TCV VI Management Members, together with Christopher P. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such restricted stock units except to the extent of his pecuniary interest therein.

- (2) These securities are directly held by TCV VII, L.P. ("TCV VII"). Christopher P. Marshall and eight other individuals (the "Management 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. The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Management VII Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his/its pecuniary interest therein.

- (3) These securities are directly held by TCV VII (A), L.P. ("TCV VII(A)"). The Management 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). The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII(A), but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of his/its pecuniary interest therein.

- (4) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Management VII Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. Five individual (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is also a general partner of Member Fund. The Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI may be deemed to beneficially own certain of the securities held by Member Fund, but the Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (5) Christopher P. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Christopher P. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (6) These securities are directly held by TCV VI, L.P. ("TCV VI"). The TCM VI Members are Class A Members of TCM VI which is the sole general partner of TCV VI. Christopher P. Marshall is an assignee of TCM VI. The TCM VI Members, TCM VI, and Christopher P. Marshall may be deemed to beneficially own the securities held by TCV VI, but the TCM VI Members, TCM VI, and Christopher P. Marshall disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (7) 1/12th of the shares of common stock subject to the option vests each month following the vesting commencement date, such that the award will be fully vested on August 1, 2015.

- (8) These options are held directly by Mr. Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management and TCV VII Management own 100% of the pecuniary interest therein. The TCV VI Management Members are members of TCV VI Management, and the TCV VI Management Members, together with Mr. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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