

HOMEAWAY INC  
Form 8-K/A  
February 20, 2014

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) December 3, 2013**

**HomeAway, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35215**  
**(Commission**  
**File Number)**

**20-0970381**  
**(IRS Employer**  
**Identification No.)**

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**1011 W. Fifth Street, Suite 300**

**Austin, Texas 78703**

**(Address of principal executive offices, including zip code)**

**(512) 684-1100**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This Current Report on Form 8-K/A amends and supplements the Current Report on Form 8-K of HomeAway, Inc. (the Company), filed with the Securities and Exchange Commission on December 9, 2013 (the Original Form 8-K), disclosing the completion of the purchase of all of the shares of Stayz Pty Limited ( Stayz ) from Fairfax Digital Pty Limited, a division of Fairfax Media Limited, through the Company's wholly-owned subsidiary, HomeAway Australia Holdings Pty Ltd, on December 5, 2013.

In the Original Form 8-K, the Company indicated that the financial statements and pro forma financial information required under Item 9.01 would be filed not later than 71 calendar days after the date that the Original Form 8-K was required to be filed. This Form 8-K/A is filed to amend and restate Item 9.01 of the Original Form 8-K to include the required financial statements and pro forma financial information. Unless set forth below, all previous Items of the Original Form 8-K are unchanged.

**Item 9.01. Financial Statements and Exhibits.**

***(a) Financial Statements for Businesses Acquired.***

The audited financial statements of Stayz, including Stayz's audited statements of financial position as of June 24, 2012 and June 30, 2013 and audited statements of comprehensive income, changes in equity and cash flows for the years ended June 24, 2012 and June 30, 2013, and the notes related thereto, are being filed as Exhibit 99.1 to this Form 8-K/A.

***(b) Pro Forma Financial Information.***

The unaudited pro forma condensed combined financial information that gives effect to the acquisition of Stayz, including the unaudited pro forma condensed combined balance sheet as of September 30, 2013, the unaudited pro forma condensed combined statement of operations for the year ended December 31, 2012, the unaudited pro forma condensed combined statement of operations for the nine months ended September 30, 2013 and the notes related thereto, are being filed as Exhibit 99.2 to this Form 8-K/A.

***(d) Exhibits.***

**Exhibit**

<b>Number</b>	<b>Description</b>
23.1	Consent of Independent Auditor
99.1	Audited financial statements of Stayz as of and for the fiscal years ended June 24, 2012 and June 30, 2013
99.2	Unaudited pro forma condensed combined balance sheet as of September 30, 2013, unaudited pro forma condensed combined statement of operations for the year ended December 31, 2012, and unaudited pro forma condensed combined statement of operations for the nine month period ended September 30, 2013

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOMEAWAY, INC.

Date: February 20, 2014

By: /s/ Lynn Atchison  
Lynn Atchison

Chief Financial Officer

**EXHIBIT INDEX**

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