

HOMEAWAY INC

Form 4

December 15, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Frue Melissa

(Last) (First) (Middle)

1011 W. FIFTH STREET, SUITE
 300

(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2015

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

SVP, Gen Counsel & Secretary

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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	12/15/2015		D ⁽¹⁾	21,277	D	0	D

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

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 information contained in this form are not
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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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option	\$ 25.54	12/15/2015		D ⁽¹⁾	8,250	⁽³⁾	03/27/2022	Common Stock		8,250
Stock Option	\$ 19.97	12/15/2015		D ⁽¹⁾	28,500	⁽⁵⁾	02/10/2021	Common Stock		28,500
Stock Option	\$ 31.6	12/15/2015		D ⁽¹⁾	7,536	⁽⁷⁾	04/01/2023	Common Stock		7,536
Stock Option	\$ 38.39	12/15/2015		D ⁽¹⁾	12,949	⁽⁹⁾	04/01/2024	Common Stock		12,949
Stock Option	\$ 29.84	12/15/2015		D ⁽¹⁾	14,667	⁽¹¹⁾	04/01/2025	Common Stock		14,667
Stock Option	\$ 32.38	12/15/2015		D ⁽¹⁾	3,505	⁽¹³⁾	11/02/2025	Common Stock		3,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Früge Melissa 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			SVP, Gen Counsel & Secretary	

Signatures

/s/ Melissa
Früge

12/15/2015

**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) Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated as of November 4, 2015 (the "Merger Agreement").
- (2) Pursuant to the Merger Agreement, (i) 1,381 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 and (ii) 19,896 unvested restricted stock units were assumed and converted automatically into restricted stock units of Parent Common Stock (as defined in the Merger Agreement) pursuant to a formula described in the Merger Agreement.

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- (3) 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) 7,562 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) 688 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.
- (4) Fully vested on February 10, 2015.
- (6) Each share of the common stock subject to the options were cancelled pursuant to the Merger Agreement 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 options, less applicable tax withholdings.
- (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, 2017.
- Pursuant to the Merger Agreement, (i) 4,521 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) 3,015 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.
- (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 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, 2018.
- (9) Pursuant to the Merger Agreement, (i) 5,395 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) 7,554 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.
- (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 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, 2019.
- (11) Pursuant to the Merger Agreement, (i) 2,443 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) 12,224 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.
- (12) 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 October 1, 2019.
- (13) Pursuant to the Merger Agreement, 3,505 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.
- (14)

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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