

HOMEAWAY INC

Form 4

August 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
08/17/2015

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	08/17/2015		M	5,948	A \$ 25.54	11,200	D ⁽¹⁾
Common Stock	08/17/2015		S	8,330	D \$ 30.968	2,870	D ⁽¹⁾
Common Stock						15,141	I Marshall Carroll 2000 Trust ⁽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.

SEC 1474
(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. 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 Options (Right to Buy)	\$ 25.54	08/17/2015		M	5,948	<u>(4)</u>	03/26/2022	Common Stock	5,948	\$

Reporting Owners

Relationships

Reporting Owner Name / Address

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

08/19/2015

__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).

- These shares are held directly by Christopher Marshall. Mr. 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") owns 100% of the
- (1) pecuniary interest with respect to 8,330 of such shares. Five individuals (collectively 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 shares except to the extent of his pecuniary interest therein.

Edgar Filing: HOMEAWAY INC - Form 4

- This number represents a weighted average sale price per share. The shares were sold at prices ranging from \$30.9601 to \$30.99 per share. The Reporting Person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2)

- Christopher 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. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3)

- (4) The award was granted on March 27, 2012 and became fully vested on April 1, 2015.

- (5) Not applicable.

- These options are held directly by Christopher Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management, L.L.C. and TCV VII Management, L.L.C. own 100% of the pecuniary interest therein. Mr. Marshall is a member of TCV VII Management, L.L.C.; however, he disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.
- (6)

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.