

HOMEAWAY INC  
Form SC 13G/A  
January 24, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2) \***

**HomeAway, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.0001 per share**

**(Title of Class of Securities)**

**43739Q 10 0**

**(CUSIP Number)**

**December 31, 2013**

**(Date of Event Which Requires Filing of This Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

**Rule 13d-1(d)**

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Ventures II, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..  
11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by Redpoint Ventures I, L.P. ( RV I ), Redpoint Technology Partners Q-I, L.P. ( RTP Q-I ), Redpoint Technology Partners A-I, L.P. ( RTP A-I ), Redpoint Associates I, LLC ( RA I ), Redpoint Ventures I, LLC ( RV I LLC ), Redpoint Ventures II, L.P. ( RV II ), Redpoint Associates II, LLC ( RA II ), Redpoint Ventures II, LLC ( RV II LLC ), Redpoint Omega, L.P. ( RO ), Redpoint Omega Associates, LLC ( ROA ) and Redpoint Omega, LLC ( RO LLC, together with RV I, RTP Q-I, RTP A-I, RA I, RV I LLC, RV II, RA II, RV II LLC, RO and ROA, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the Securities and Exchange Commission (the SEC ) on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Associates II, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Ventures II, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.



CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Ventures I, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Technology Ventures Q-I, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Technology Ventures A-I, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Associates I, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.



CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Ventures I, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Omega, L.P.

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

PN

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Omega Associates, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

CUSIP No. 43739Q 10 0

13G

1. Names of Reporting Persons

Redpoint Omega, LLC

2. Check the Appropriate Box if a Member of a Group (see instructions)

(a)  (b)  (1)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 3,172,621 (2)

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

3,172,621 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,172,621 (2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions)

..

11. Percent of Class Represented by Amount in Row 9

3.7% (3)

12. Type of Reporting Person (see instructions)

OO

- (1) This Amendment No. 2 to the statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) Includes (i) 1,286,265 shares of Common Stock held by RV II, (ii) 29,741 shares of Common Stock held by RA II, (iii) 1,454,966 shares of Common Stock held by RV I, (iv) 189,237 shares of Common Stock held by RTP Q-I, (v) 30,255 shares of Common Stock held by RTP A-I, (vi) 37,307 shares of Common Stock held by RA I, (vii) 140,867 shares of Common Stock held by RO and (viii) 3,983 shares of Common Stock held by ROA. RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control. The information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013.
- (3) This percentage is calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.



CUSIP No. 43739Q 10 0

13G

Introductory Note: This Amendment No. 2 to the statement on Schedule 13G is being filed by the Reporting Persons in respect of shares of Common Stock, par value \$0.0001 per share ( Common Stock ), of HomeAway, Inc. (the Issuer ).

**Item 1(a). Name of Issuer:**

HomeAway, Inc.

**Item 1(b). Address of Issuer's Principal Executive Officers:**

1011 W. Fifth Street, Suite 300

Austin, Texas 78703

**Item 2(a). Name of Person(s) Filing:**

Redpoint Ventures II, L.P. ( RV II )

Redpoint Associates II, LLC ( RA II )

Redpoint Ventures II, LLC ( RV II LLC )

Redpoint Ventures I, L.P. ( RV I )

Redpoint Technology Partners Q-I, L.P. ( RTP Q-I )

Redpoint Technology Partners A-I, L.P. ( RTP A-I )

Redpoint Associates I, LLC ( RA I )

Redpoint Ventures I, LLC ( RV I LLC )

Redpoint Omega, L.P. ( RO )

Redpoint Omega Associates, LLC ( ROA )

Redpoint Omega, LLC ( RO LLC )

**Item 2(b). Address of Principal Business Office:**

Redpoint Ventures

3000 Sand Hill Road, Suite 290

Menlo Park, California 94025

**Item 2(c). Citizenship:**

RV II is a Delaware limited partnership

RA II is a Delaware limited liability company

RV II LLC is a Delaware limited liability company

RV I is a Delaware limited partnership

RTP Q-I is a Delaware limited partnership

RTP A-I is a Delaware limited partnership

RA I is a Delaware limited liability company

RV I LLC is a Delaware limited liability company

RO is a Delaware limited partnership

ROA is a Delaware limited liability company

RO LLC is a Delaware limited liability company

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.0001 per share.

**Item 2(e). CUSIP Number:**

43739Q 10 0

CUSIP No. 43739Q 10 0

13G

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4(a). Amount Beneficially Owned:****Item 4(b). Percent of Class:****Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing This Amendment No. 2 to the statement on Schedule 13G is provided as of December 31, 2013:

Reporting Persons	Shares of Common Stock					Beneficial Ownership	Percentage of Class (2)
	Stock Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power		
RV II	1,286,265	0	3,172,621	0	3,172,621	3,172,621	3.7%
RA II	29,741	0	3,172,621	0	3,172,621	3,172,621	3.7%
RV II LLC (1)	0	0	3,172,621	0	3,172,621	3,172,621	3.7%
RV I	1,454,966	0	3,172,621	0	3,172,621	3,172,621	3.7%
RTP Q-I	189,237	0	3,172,621	0	3,172,621	3,172,621	3.7%
RTP A-I	30,255	0	3,172,621	0	3,172,621	3,172,621	3.7%
RA I	37,307	0	3,172,621	0	3,172,621	3,172,621	3.7%
RV I LLC (1)	0	0	3,172,621	0	3,172,621	3,172,621	3.7%
RO	140,867	0	3,172,621	0	3,172,621	3,172,621	3.7%
ROA	3,983	0	3,172,621	0	3,172,621	3,172,621	3.7%
RO LLC (1)	0	0	3,172,621	0	3,172,621	3,172,621	3.7%

(1) RV II LLC serves as the sole general partner of RV II. As such, RV II LLC possesses power to direct the voting and disposition of the shares owned by RV II and may be deemed to have indirect beneficial ownership of the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV I LLC serves as the sole general partner of RV I, RTP Q-I and RTP A-I, and serves as the manager of RA I. As such, RV I LLC possesses power to direct the voting and disposition of the shares owned by RV I, RTP Q-I, RTP A-I and RA I and may be deemed to have indirect beneficial ownership of the shares held by RV I, RTP Q-I, RTP A-I and RA I. RV I LLC owns no securities of the Issuer directly. RO LLC serves as the sole general partner of RO. As such, RO LLC possesses power to direct the voting and disposition of the shares owned by RO and may be deemed to have indirect beneficial ownership of the shares held by RO. RO LLC owns no securities of the Issuer directly. RV I LLC, RV II LLC, RA II, RO LLC and ROA are under common control.

(2)

The percentages are calculated based on 85,832,350 shares of Common Stock (as of October 29, 2013) reported to be outstanding in the Issuer's Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not applicable.

CUSIP No. 43739Q 10 0

13G

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

Not applicable.

CUSIP No. 43739Q 10 0

13G  
SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 23, 2014

REDPOINT VENTURES II, L.P.

By its General Partner, Redpoint Ventures II, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT ASSOCIATES II, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT VENTURES II, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT VENTURES I, L.P.

By its General Partner, Redpoint Ventures II, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT TECHNOLOGY PARTNERS Q-I, L.P.

REDPOINT TECHNOLOGY PARTNERS A-I, L.P.

By its General Partner, Redpoint Ventures I, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT ASSOCIATES I, LLC

REDPOINT OMEGA, L.P.

By its General Partner, Redpoint Omega, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT OMEGA ASSOCIATES, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT OMEGA, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

By its Manager, Redpoint Ventures I, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

REDPOINT VENTURES I, LLC

By: /s/ Jeffrey D. Brody  
Jeffrey D. Brody  
Manager

**Exhibit(s):** 99.1: Joint Filing Statement