

HOMEAWAY INC  
Form 4  
August 22, 2012

**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 \*  
**BRODY JEFFREY D**

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/20/2012**

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 (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/20/2012		J <sup>(1)</sup>		23,872	D	\$ 0 99,486	By Redpoint Associates I LLC <sup>(1)</sup> <sup>(11)</sup>
Common Stock	08/20/2012		J <sup>(2)</sup>		19,032	D	\$ 0 79,311	By Redpoint Associates II, LLC <sup>(2)</sup> <sup>(12)</sup>
Common Stock	08/20/2012		J <sup>(3)</sup>		931,025	D	\$ 0 3,879,911	Redpoint Ventures I, L.P. <sup>(3)</sup> <sup>(11)</sup>
Common Stock	08/20/2012		J <sup>(4)</sup>		823,073	D	\$ 0 3,430,040	By Redpoint

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Stock								Ventures II, L.P. <u>(4)</u> <u>(12)</u>
Common Stock	08/20/2012	<u>J(5)</u>	2,549	D	\$ 0	10,623	I	Redpoint Omega Associates, LLC <u>(5)</u> <u>(13)</u>
Common Stock	08/20/2012	<u>J(6)</u>	90,140	D	\$ 0	375,646	I	By Redpoint Omega, L.P. <u>(6)</u> <u>(13)</u>
Common Stock	08/20/2012	<u>J(3)</u>	9,310	A	\$ 0	9,310	I	By Redpoint Ventures I, LLC <u>(11)</u>
Common Stock	08/20/2012	<u>J(7)</u>	9,310	D	\$ 0	0	I	By Redpoint Ventures I, LLC <u>(11)</u>
Common Stock	08/20/2012	<u>J(4)</u>	252,684	A	\$ 0	252,684	I	By Redpoint Ventures II, LLC <u>(12)</u>
Common Stock	08/20/2012	<u>J(8)</u>	252,684	D	\$ 0	0	I	By Redpoint Ventures II, LLC <u>(12)</u>
Common Stock	08/20/2012	<u>J(6)</u>	23,211	A	\$ 0	23,211	I	By Redpoint Omega, LLC <u>(13)</u>
Common Stock	08/20/2012	<u>J(9)</u>	23,211	D	\$ 0	0	I	Redpoint Omega, LLC <u>(13)</u>
Common Stock	08/20/2012	S	4,198	D	\$ <u>24.46</u> <u>(10)</u>	98,276	I	By Redpoint Technology Partners A-I, L.P. <u>(11)</u>
Common Stock	08/20/2012	S	26,267	D	\$ <u>24.46</u> <u>(10)</u>	614,894	I	By Redpoint Technology Partners Q-I, L.P. <u>(11)</u>
Common Stock	08/20/2012	<u>J(7)(8)</u>	6,199	A	\$ 0	18,597	I	By Partnership <u>(14)</u>
Common Stock	08/20/2012	<u>J(9)</u>	700	A	\$ 0	2,100	I	By Partnership <u>(15)</u>
Common Stock	08/20/2012	<u>J(1)(2)(5)(7)(8)(9)</u>	43,030	A	\$ 0	129,090	I	By Family Trust <u>(16)</u>
	08/21/2012	S	16,812	D		81,464	I	

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Common Stock						\$ 24.98 (17)				By Redpoint Technology Partners A-I, L.P. (11)
Common Stock	08/21/2012	S	105,191	D		\$ 24.98 (17)	509,703	I		By Redpoint Technology Partners Q-I, L.P. (11)
Common Stock	08/22/2012	S	15,840	D		\$ 24.92 (18)	65,624	I		By Redpoint Technology Partners A-I, L.P. (11)
Common Stock	08/22/2012	S	99,160	D		\$ 24.92 (18)	410,543	I		By Redpoint Technology Partners Q-I, L.P. (11)

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODY JEFFREY D 3000 SAND HILL ROAD	X	X		

BUILDING 2, SUITE 290  
 MENLO PARK, CA 94025

## Signatures

/s/ Jeffrey D.  
 Brody

08/22/2012

\*\*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 a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates I, LLC ("RA I") without consideration to its members, including the Brody Family Trust U/D/T dated July 1, 1994 (the "Family Trust").
  - (2) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates II, LLC ("RA II") without consideration to its members, including the Family Trust.
  - (3) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures I, L.P. ("RV I LP") without consideration to its limited partners and its general partner, Redpoint Ventures I, LLC ("RV I LLC").
  - (4) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures II, L.P. ("RV II LP") without consideration to its limited partners and its general partner, Redpoint Ventures II, LLC ("RV II LLC").
  - (5) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Omega Associates, LLC ("RO Associates") without consideration to its members, including the Family Trust.
  - (6) Represents a change in the form of beneficial ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Omega, L.P. ("RO LP") without consideration to its limited partners and its general partner, Redpoint Omega, LLC ("RO LLC").
  - (7) Represents a change in the form of ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by RV I LLC without consideration to its members, including Brody Children's Partnership (the "Children's Partnership") and the Family Trust.
  - (8) Represents a change in the form of ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by RV II LLC without consideration to its members, including the Children's Partnership and the Family Trust.
  - (9) Represents a change in the form of ownership from one form of indirect ownership to another by virtue of a pro-rata in-kind distribution of Common Stock of the Issuer by RO LLC without consideration to its members, including the Family Trust and Koga Partners, L.P. ("Koga").
  - (10) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.00 to \$24.73 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
  - (11) The Reporting Person is a Managing Director of RV I LLC which serves as the manager of RA I and serves as the general partner of RV I LP, Redpoint Technology Partners A-1, L.P. ("RTP A") and Redpoint Technology Partners Q-1, L.P. ("RTP Q"). As such, the Reporting Person shares voting and investment power over the shares held by RA I, RV I LP, RTP A and RTP Q. The Reporting Person disclaims beneficial ownership of the shares held by RA I, RV I LP, RTP A and RTP Q except to the extent of his proportionate pecuniary interest therein.
  - (12) The Reporting Person is a Managing Director of RV II LLC which serves as the general partner of RV II LP. RV II LLC and RA II are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RV II LP and RA II. The Reporting Person disclaims beneficial ownership of the shares held by RV II LP and RA II except to the extent of his proportionate pecuniary interest therein.

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(13) The Reporting Person is a Managing Director of RO LLC which serves as the general partner of RO LP, RO LLC and RO Associates are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RO LP and RO Associates. The Reporting Person disclaims beneficial ownership of the shares held by RO LP and RO Associates except to the extent of his proportionate pecuniary interest therein.

(14) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distributions described in footnotes (7) and (8) above as follows: (i) 6,117 shares from RV II LLC and (ii) 82 shares from RV I LLC. The shares are held by the Children's Partnership. The Reporting Person is a general partner of the Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.

(15) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution by RO LLC described in footnote (6) above. The shares are held by the Koga. The Reporting Person is a general partner of Koga. The Reporting Person disclaims beneficial ownership of the shares held by Koga except to the extent of his proportionate pecuniary interest therein.

(16) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro-rata in-kind distributions described in footnotes (1), (2), (5), (7), (8) and (9) above as follows: (i) 1,511 shares from RA I, (ii) 2,094 shares from RA II, (iii) 396 shares from RO Associates, (iv) 1,567 shares from RV I LLC, (v) 34,664 shares from RV II LLC and (vi) 2,798 shares from RO LLC. The shares are held by the Family Trust. The Reporting Person is a trustee and beneficiary of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.

(17) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.70 to \$25.04 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(18) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.55 to \$25.13 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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