

HOMEAWAY INC  
Form 4  
December 15, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Hale Thomas E

(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)  
Chief Operating Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/15/2015		D <sup>(1)</sup>	202,692	D 0	D	

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

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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)			
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 27.48	12/15/2015		D <sup>(1)</sup>		70,896	<sup>(3)</sup>	05/01/2025	Common Stock	70,896
Stock Option	\$ 30.43	12/15/2015		D <sup>(1)</sup>		55,696	<sup>(5)</sup>	03/05/2023	Common Stock	55,696
Stock Option	\$ 25.54	12/15/2015		D <sup>(1)</sup>		49,956	<sup>(7)</sup>	03/27/2022	Common Stock	49,956
Stock Option	\$ 19.97	12/15/2015		D <sup>(1)</sup>		38,333	<sup>(9)</sup>	02/10/2021	Common Stock	38,333
Stock Option	\$ 13.93	12/15/2015		D <sup>(1)</sup>		168,494	<sup>(11)</sup>	06/28/2020	Common Stock	168,494
Stock Option	\$ 33.44	12/15/2015		D <sup>(1)</sup>		50,000	<sup>(13)</sup>	05/01/2024	Common Stock	50,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hale Thomas E 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			Chief Operating Officer	

**Signatures**

/s/Melissa Fruge, Attorney-in-Fact for Thomas Hale  
 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").  
 Pursuant to the Merger Agreement, (i) 125,985 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, (ii) 40,411 restricted stock awards were assumed and converted into restricted stock awards with respect to a number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement and (iii) 36,296 restricted stock units were assumed and converted automatically into restricted stock units of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (3)

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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 May 1, 2019.

- (4) Pursuant to the Merger Agreement, (i) 11,816 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) 59,080 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.

- (5) 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.

- (6) Pursuant to the Merger Agreement, (i) 37,130 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) 18,566 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.

- (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, 2016.

- (8) Pursuant to the Merger Agreement, (i) 45,792 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) 4,164 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.

- (9) Fully vested as of December 10, 2014.

- (10) Pursuant to the Merger Agreement, 38,333 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.

- (11) Fully vested as of June 18, 2014.

- (12) Pursuant to the Merger Agreement, 168,494 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.

- (13) 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 a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of May 1, 2018.

- (14) Pursuant to the Merger Agreement, (i) 19,791 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) 30,209 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.

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.