

HOMEAWAY INC

Form 4

December 10, 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

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(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)
12/08/2015

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Common Stock | 12/08/2015 | | M | 78,712 A | \$ 13.93 | 201,025 | D |
| Common Stock | 12/08/2015 | | M | 1,667 A | \$ 19.97 | 202,692 | 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)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 13.93 | 12/08/2015 | | M | | 78,712 | | <u>(1)</u> | 06/28/2020 | Common Stock | 78,712 |
| Stock Option | \$ 19.97 | 12/08/2015 | | M | | 1,667 | | <u>(2)</u> | 02/10/2021 | Common Stock | 1,667 |
| Stock Option | \$ 33.44 | | | | | | | <u>(3)</u> | 05/01/2024 | Common Stock | 50,000 |
| Stock Option | \$ 25.54 | | | | | | | <u>(4)</u> | 03/27/2022 | Common Stock | 49,956 |
| Stock Option | \$ 30.43 | | | | | | | <u>(5)</u> | 03/05/2023 | Common Stock | 55,696 |
| Stock Option | \$ 27.48 | | | | | | | <u>(6)</u> | 05/01/2025 | Common Stock | 70,896 |

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 12/10/2015

__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) Fully vested as of June 18, 2014.

(2) Fully vested as of December 10, 2014.

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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 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.
- (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.
- (4)
- 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.
- (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 May 1, 2019.
- (6)

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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