

HOMEAWAY INC  
Form 4  
June 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Buhrdorf Ross

(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)  
06/01/2013

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)  
Chief Technology Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 06/01/2013                           |  | M                              |   | 865 A \$ 18,115   | D  |                                   |
| Common Stock                    | 06/04/2013                           |  | F                              |   | 258 D \$ 28.21 17,857   | D  |                                   |
| Common Stock                    | 06/03/2013                           |  | M                              |   | 7,175 A \$ 13.49 25,032   | D  |                                   |
| Common Stock                    | 06/03/2013                           |  | S <sup>(4)</sup>               |   | 5,175 D \$ 28.51 19,857   | D  |                                   |
| Common Stock                    | 06/03/2013                           |  | S <sup>(4)</sup>               |   | 2,000 D \$ 29.52 17,857   | D  |                                   |

(8)

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)

| 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 (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) |                            |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option                               | \$ 13.49   | 06/03/2013                           |  | M                              | 7,175  | 12/31/2011   | 11/13/2019      | Common Stock  | 7,175                      |
| Stock Option                               | \$ 0.01  |                                      |  |                                |  | (6)  | 07/22/2015      | Common Stock  | 125,000                    |
| Stock Option                               | \$ 19.97   |                                      |  |                                |  | 03/10/2012   | 02/10/2021      | Common Stock  | 75,000                     |
| Stock Option                               | \$ 25.54   |                                      |  |                                |  | (7)  | 03/27/2022      | Common Stock  | 59,792                     |
| Stock Option                               | \$ 30.43   |                                      |  |                                |  | (3)  | 03/05/2023      | Common Stock  | 55,696                     |
| Restricted Stock Units                     | (1)  | 06/01/2013                           |  | M                              | 865  | (2)  | (2)             | Common Stock  | 865                        |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Buhrdorf Ross<br>1011 W. FIFTH STREET, SUITE 300<br>AUSTIN, TX 78703 |               |           | Chief Technology Officer |       |

## Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Ross  
Buhrdorf

06/04/2013

\_\_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) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.

On March 27, 2012, the reporting person was granted 13,838 restricted stock units. Six and one quarter percent (6.25%) of the restricted stock units will vest at the end of each quarter over a period of four years measured from June 1, 2012, subject to continued service through each vesting date. Shares will be delivered on the vesting date.

(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 04/01/2017

(4) 2. Transaction pursuant to a 10b5-1 Plan adopted by the Reporting Person.

Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and range of sale prices for the transactions reported was \$28.04 to \$29.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(6) 1/4th of the Shares subject to the Option shall vest and become exercisable on the first anniversary of the Vesting Start Date and an additional 1/48th of the options vest and become exercisable 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, until all the shares are vested and exercisable.

(7) Three forty-eighths (3/48th) of the Shares subject to the Restricted Stock Unit shall vest on the corresponding day of the third month following the Vesting Commencement Date, and an additional three forty-eighths (3/48th) of the Shares subject to the Restricted Stock Unit shall vest quarterly thereafter, until all the Shares are vested.

(8) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and range of sale prices for the transactions reported was \$29.18 to \$29.82. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, 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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