

HOMEAWAY INC

Form 4/A

October 22, 2013

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 *
Bellm Brent

(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)
09/21/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/24/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					49,197 ⁽¹⁾	D	
Common Stock	09/23/2013		M	3,472 A	\$ 13.93 52,669 ⁽²⁾	D	
Common Stock	09/23/2013		S ⁽³⁾	5,555 D	\$ 30.9396 47,114 ⁽²⁾	D	
					⁽⁴⁾		

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)					(6)	(6)	Common Stock	12,835

Reporting Owners

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

Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brent
Bellm

10/22/2013

__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) On September 24, 2013, the reporting person filed a Form 4 mistakenly reporting the vesting of 2,084 restricted stock units granted March 27, 2012. No restricted stock units granted March 27, 2012 vested on September 21, 2013; the 2,084 restricted stock units that vested September 21, 2013 were in fact granted June 28, 2010 and are reported in Table I and not as a derivative security on Table II. As of September 21, 2013, the reporting person only owned 49,197 shares of common stock.
- (2) Amended to correct the amount of common stock reported in Column 5 per Footnote 1 above.
- (3) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (4) Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was \$30.68 to \$31.51. The reporting person undertakes to provide to the issuer, any security holder of

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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.

- (5) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.
- (6) On March 27, 2012, the reporting person was granted 18,669 restricted stock units. 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.

As discussed in Footnote 1 above, on September 24, 2013, the reporting person filed a Form 4 mistakenly reporting the vesting of 2,084

- (7) restricted stock units granted March 27, 2012. As of September 21, 2013, the reporting person in fact owned 12,835 unvested restricted stock units granted March 27, 2012.

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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