

HOMEAWAY INC

Form 4

March 07, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Redpoint Omega L P

(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)
03/05/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/05/2012		J ⁽¹⁾		2,549	D	\$ 0 15,721	I	By Redpoint Omega Associates, LLC ⁽¹⁾ ⁽⁵⁾
Common Stock	03/05/2012		J ⁽²⁾		90,140	D	\$ 0 555,926	I	By Redpoint Omega, L.P. ⁽²⁾ ⁽⁵⁾
Common Stock	03/05/2012		J ⁽³⁾		23,211	A	\$ 0 23,211	I	By Redpoint Omega, LLC ⁽⁵⁾
Common	03/05/2012		J ⁽⁴⁾		23,211	D	\$ 0 0	I	By Redpoint

Stock

Omega,
LLC ⁽⁵⁾

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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Omega L P 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Omega Associates, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Omega, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC, which serves as the General Partner of Redpoint Omega, L.P.

03/07/2012

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__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, a Manager of Redpoint Omega Associates, LLC

03/07/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC

03/07/2012

__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 pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Omega Associates, LLC ("RO Associates") without consideration to its members.
- (2) Represents 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").
- (3) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RO LP described in footnote 2.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RO LLC without consideration to its members.
- RO LLC serves as the general partner RO LP. RO LLC and RO Associates are under common control. As such, RO LLC has sole voting
- (5) and investment control over the shares owned by RO LP, and may be deemed to beneficially own the shares held by RO LP. RO LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

Remarks:

This is filing 2 of 2.

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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