

REDPOINT VENTURES I LP

Form 4

August 01, 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 Ventures II, 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)

07/30/2012

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)
Common Stock	07/30/2012		J(1)	23,872 D \$ 0	123,358	I	By Redpoint Associates I, LLC (1) (10)
Common Stock	07/30/2012		J(2)	19,032 D \$ 0	98,343	I	By Redpoint Associates II, LLC (2) (11)
Common Stock	07/30/2012		J(3)	931,025 D \$ 0	4,810,936	I	By Redpoint Ventures I, L.P. (3) (10)
Common	07/30/2012		J(4)	823,073 D \$ 0	4,253,113	I	By Redpoint

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Stock								Ventures II, L.P. ⁽⁴⁾ ⁽¹¹⁾
Common Stock	07/30/2012	J ⁽⁵⁾	9,310	A	\$ 0	9,310	I	By Redpoint Ventures I, LLC ⁽¹⁰⁾
Common Stock	07/30/2012	J ⁽⁶⁾	9,310	D	\$ 0	0	I	By Redpoint Ventures I, LLC ⁽¹⁰⁾
Common Stock	07/30/2012	J ⁽⁷⁾	252,684	A	\$ 0	252,684	I	By Redpoint Ventures II, LLC ⁽¹¹⁾
Common Stock	07/30/2012	J ⁽⁸⁾	252,684	D	\$ 0	0	I	By Redpoint Ventures II, LLC ⁽¹¹⁾
Common Stock	07/30/2012	S	4,642	D	\$ ⁽⁹⁾ 23.86	102,474	I	By Redpoint Technology Partners A-I, L.P. ⁽¹⁰⁾
Common Stock	07/30/2012	S	29,044	D	\$ ⁽⁹⁾ 23.86	641,161	I	By Redpoint Technology Partners Q-I, L.P. ⁽¹⁰⁾
Common Stock	07/31/2012	S	2,270	D	\$ ⁽¹²⁾ 23.24	100,204	I	By Redpoint Technology Partners A-I, L.P. ⁽¹⁰⁾
Common Stock	07/31/2012	S	14,203	D	\$ ⁽¹²⁾ 23.24	626,958	I	By Redpoint Technology Partners Q-I, L.P. ⁽¹⁰⁾

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 Acquired (A) or	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. Nu
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Ventures II, L.P. 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Associates II, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Ventures II, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
REDPOINT VENTURES I LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
REDPOINT ASSOCIATES I LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
REDPOINT TECHNOLOGY PARTNERS A 1 LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
REDPOINT TECHNOLOGY PARTNERS Q 1 LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Ventures I, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC, which serves as the General Partner of Redpoint Ventures II, L.P.	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, a Manager of Redpoint Associates II, LLC	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Ventures I, L.P.	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the Manager of Redpoint Associates I, LLC	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Technology Partners A-I, L.P.	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the General Partner of Redpoint Technology Partners Q-I, L.P.	08/01/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC	08/01/2012
__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 Associates I, LLC ("RA I") without consideration to its members.
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates II, LLC ("RA II") without consideration to its members.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures I, L.P. ("RV I LP") without consideration to its limited partners and its general partner, Redpoint Ventures I, LLC ("RV I LLC").
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures II, L.P. ("RV II LP") without consideration to its limited partners and its general partner, Redpoint Ventures II, LLC ("RV II LLC").
- (5) 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 RV I LP described in footnote 3.
- (6) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV I LLC without consideration to its members.
- (7) 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 RV II LP described in footnote 4.
- (8) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV II LLC without consideration to its members.
- (9) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$23.75 to \$24.25 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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- (10) RV I LLC serves as the manager of RA I and serves as the general partner of RV I LP, Redpoint Technology Partners A-1, L.P. ("RTP A") and Redpoint Technology Partners Q-1, L.P. ("RTP Q"). As such, RV I LLC has sole voting and investment control over the shares owned by RA I, RV I LP, RTP A and RTP Q, and may be deemed to beneficially own the shares held by RA I, RV I LP, RTP A and RTP Q. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (11) RV II LLC serves as the general partner of RV II LP. RV II LLC and RA II are under common control. As such, RV II LLC has sole voting and investment control over the shares owned by RV II LP, and may be deemed to beneficially own the shares held by RA II and RV II LP. RV II LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (12) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$23.00 to \$23.50 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price..

Remarks:

This is filing 1 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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