HOMEAWAY INC
Form 4
August 13, 2014

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall Christopher P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/11/2014		J[(1)]		1,463,765	D	$ 0	0	I	TCV VI, L.P. [(2)]
Common Stock	08/11/2014		J[(3)]		1,840,872	D	$ 0	0	I	TCV VII, L.P. [(4)]
Common Stock	08/11/2014		J[(5)]		955,985	D	$ 0	0	I	TCV VII (A), L.P. [(6)]
Common Stock	08/11/2014		J[(7)]		27,885	D	$ 0	0	I	TCV Member Fund, L.P. [(8)]
	08/11/2014		J[(9)]		376,919	A	$ 0	376,919	I	

Common Stock								Technology Crossover Management VI, L.L.C. (10)
Common Stock	08/11/2014	J(11)	376,919	D	$ 0	0	I	Technology Crossover Management VI, L.L.C. (10)
Common Stock	08/11/2014	J(12)	8,989	A	$ 0	14,954	I	Marshall Carroll 2000 Trust (13)
Common Stock	08/11/2014	J(14)	373	A	$ 0	373	I	Marshall Partners (15)
Common Stock	08/11/2014	J(16)	373	D	$ 0	0	I	Marshall Partners (15)
Common Stock	08/11/2014	J(17)	187	A	$ 0	15,141	I	Marshall Carroll 2000 Trust (13)
Common Stock	08/12/2014	M	20,814	A	$ 25.54	24,623	D (18)	
Common Stock	08/12/2014	M	7,472	A	$ 30.52	32,095	D (18)	
Common Stock	08/12/2014	S	28,286	D	$ 32.98	3,809	D (18)	
Common Stock	08/12/2014	S	1,427	D	$ 32.99	2,382	D (19)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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 D S (I
				Code	V	(A)	(D)		Title	

					Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option	$ 25.24	08/12/2014	M	20,814	(20)	03/26/2022	Common Stock	20,814
Stock Option	$ 30.52	08/12/2014	M	7,472	(21)	08/01/2023	Common Stock	7,472

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			

Signatures

Frederic D. Fenton Authorized signatory for Christopher P. Marshall	08/13/2014
**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) In kind pro-rata distribution from TCV VI, L.P. ("TCV VI") to its partners, without consideration.

(2) These shares are directly held by TCV VI. Christopher Marshall is an Assignee of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI. Christopher Marshall may be deemed to beneficially own the shares held by TCV VI but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) In kind pro-rata distribution from TCV VII, L.P. ("TCV VII") to its partners, without consideration.

(4) These shares are directly held by TCV VII. Christopher Marshall is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII. Christopher Marshall may be deemed to beneficially own the shares held by TCV VII but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) In kind pro-rata distribution from TCV VII (A), L.P. ("TCV VII(A)") to its partners, without consideration.

(6) These shares are directly held by TCV VII (A). Christopher Marshall is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII (A). Christopher Marshall may be deemed to beneficially own the shares held by TCV VII (A) but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(7) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.

(8) These shares are directly held by Member Fund. Christopher Marshall is a limited partner of Member Fund, an Assignee of TCM VI, and a Class A Director of Management VII. Each of TCM VI and Management VII is a general partner of Member Fund. Christopher Marshall may be deemed to beneficially own the shares held by Member Fund but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(9) Acquisition by TCM VI pursuant to an in kind pro-rata distribution by TCV VI to its partners, without consideration.

(10) These securities are directly held by TCM VI. Christopher Marshall is an Assignee of TCM VI. Christopher Marshall may be deemed to beneficially own the shares held by TCM VI but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(11) In kind pro-rata distribution by TCM VI to its partners, without consideration.

(12) Acquisition by the Marshall Carroll 2000 Trust pursuant to an in kind pro-rata distribution by TCM VI and Member Fund to their partners, without consideration.

(13) Christopher P. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(14) Acquisition by Marshall Partners pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.

(15) Christopher Marshall is a partner of Marshall Partners and may be deemed to beneficially own certain securities held by Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(16) In kind pro-rata distribution by Marshall Partners to its partners, without consideration.

(17) Acquisition by the Marshall Carroll 2000 Trust pursuant to distribution by Marshall Partners, without consideration.

(18) These options are held directly by Christopher Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management, L.L.C. and TCV VII Management, L.L.C. own 100% of the pecuniary interest therein. Mr. Marshall is a member of TCV VII Management, L.L.C.; however, he disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.

(19) These restricted stock units are held directly by Christopher P. Marshall. Christopher P. Marshall has sole voting and dispositive power over the shares however, TCV VI Management and TCV VII Management, own 100% of the pecuniary interest therein. Mr. Marshall is a member of TCV VII Management, L.L.C.; however, he disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.

(20) The award was granted on March 27, 2012. 743.49 shares of common stock subject to the option vest on the first day of each month beginning on April 1, 2012 and will continue to vest until April 1, 2015, provided that Mr. Marshall continues to serve on the board.

(21) The award was granted on August 1, 2013. 1/12th of the shares of common stock subject to the option vested each month following the vesting commencement date, such that the award fully vested on August 1, 2014.

(22) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.