

HOMEAWAY INC  
Form DEFA14A  
April 24, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**HomeAway, Inc.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of**

**Stockholders To Be Held on June 4, 2015, for HomeAway, Inc.**

**You are receiving this communication because you hold shares in HomeAway, Inc. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials which contain important information that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to [www.proxydocs.com/away](http://www.proxydocs.com/away) or easily request a paper copy (see reverse side). To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.**

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2015 Annual Meeting and need YOUR participation.

As described in the proxy card, you can vote online, by mail or by telephone on the proposals to be voted on at the 2015 Annual Meeting. To attend the 2015 Annual Meeting and vote in person, see the details in the Notice of Annual Meeting below and the instructions in the proxy materials.

*If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make this request on or before May 23, 2015 to facilitate timely delivery.*

**For a Convenient Way to VIEW Proxy Materials**

and

**VOTE Online go to: [www.proxydocs.com/away](http://www.proxydocs.com/away)  
Proxy Materials Available to View or Receive:**

**1. Proxy Statement 2. Annual Report**

Printed materials may be requested by one of the following methods:

**INTERNET**

**[www.investorelections.com/away](http://www.investorelections.com/away)**

**TELEPHONE**

**(866) 648-8133**

**\* E-MAIL**

**[paper@investorelections.com](mailto:paper@investorelections.com)**

**You must use the 12 digit control number**

**located in the shaded gray box below.**

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

 CONTROL NO.

**HomeAway, Inc. Notice of Annual Meeting**

Date: Thursday, June 4, 2015  
Time: 09:00 A.M. (Central Daylight Time)  
Place: 900 South Capital of Texas Highway, Las Cimas IV, Fifth Floor, Austin, TX  
78746

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors' recommendations.

**The Board of Directors recommends that you vote FOR the following nominees:**

1. Election of Class I Directors.

<b>Nominees</b>	01 Simon Breakwell	03 Simon Lehmann
	02 Carl G. Shepherd	

**The Board of Directors recommends that you vote FOR the following:**

2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2015.
3. To approve, on a non-binding basis, the compensation of the Company's named executive officers.
4. To approve the HomeAway, Inc. 2011 Equity Incentive Plan, as amended.

Note: In their discretion, the Named Proxies are authorized to vote upon such other matters that may properly come before the Annual Meeting or any adjournment or postponement thereof.