

HOMEAWAY INC  
Form 4  
December 15, 2015

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BRODY JEFFREY D**

(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)  
12/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 6,679 D <sup>(2)</sup>                                            | 0                                                                                             | D                                                        |                                                       |
| Common Stock                    | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 120,739 D <sup>(3)</sup>                                          | 0                                                                                             | I                                                        | By Family Trust <sup>(4)</sup>                        |
| Common Stock                    | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 18,591 D <sup>(3)</sup>                                           | 0                                                                                             | I                                                        | By Partnership <sup>(5)</sup>                         |
| Common Stock                    | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 623 D <sup>(3)</sup>                                              | 0                                                                                             | I                                                        | By Koga <sup>(6)</sup>                                |

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.

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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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option                               | \$ 30.04                                               | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 7,447                                                                                   | <sup>(7)</sup> 08/01/2025                                | Common Stock                                                  | 7,447                         |
| Stock Option                               | \$ 33.83                                               | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 6,150                                                                                   | <sup>(9)</sup> 08/01/2024                                | Common Stock                                                  | 6,150                         |
| Stock Option                               | \$ 30.52                                               | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 7,472                                                                                   | <sup>(10)</sup> 08/01/2023                               | Common Stock                                                  | 7,472                         |
| Stock Option                               | \$ 25.54                                               | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 26,762                                                                                  | <sup>(11)</sup> 03/27/2022                               | Common Stock                                                  | 26,762                        |
| Stock Option                               | \$ 22.07                                               | 12/15/2015                           |                                                    | D <sup>(1)</sup>               | 13,514                                                                                  | <sup>(12)</sup> 06/06/2022                               | Common Stock                                                  | 13,514                        |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| BRODY JEFFREY D<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 290<br>MENLO PARK, CA 94025 |               | X         |         |       |

## Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Jeffrey D. Brody

12/15/2015

\_\_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) Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated as of November 4, 2015 (the "Merger Agreement").  

Pursuant to the Merger Agreement, 3,809 shares of stock were exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock and 2,870 restricted stock units vested
- (2) immediately prior to the First Effective Time (as defined in the Merger Agreement) and were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each share of common stock subject to each such vested restricted stock unit, less applicable tax withholdings.
- (3) Pursuant to the Merger Agreement, each share of common stock was exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement).
- (4) The shares are held by the Brody Family Trust U/D/T dated July 1, 1994 (the "Family Trust"). The Reporting Person is a trustee and beneficiary of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.  

The shares are held by the Brody Children's Partnership (the "Children's Partnership"). The Reporting Person is a general partner of the
- (5) Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.
- (6) The shares are held by Koga Partners, L.P. ("Koga"). The Reporting Person is a general partner of Koga. The Reporting Person disclaims beneficial ownership of the shares held by Koga except to the extent of his proportionate pecuniary interest therein.
- (7) Fully vested as of December 15, 2015.
- (8) Each share of common stock subject to the options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such options, less applicable tax withholdings.
- (9) Fully vested as of August 1, 2015.
- (10) Fully vested as of August 1, 2014.
- (11) Fully vested as of April 1, 2015.
- (12) Fully vested as of June 6, 2013.

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.