

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 \*  
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)  
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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/15/2015		D <sup>(1)</sup>	2,870 D <sup>(2)</sup>	0	D	
Common Stock	12/15/2015		D <sup>(1)</sup>	15,141 D <sup>(3)</sup>	0	I	Marshall Carroll 2000 Trust <sup>(4)</sup>

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

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SEC 1474 (9-02)

number.

**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 (Right to Buy)	\$ 30.04	12/15/2015		D <sup>(1)</sup>	7,447	<sup>(5)</sup> 08/01/2025	Common Stock	7,447
Stock Options (Right to Buy)	\$ 33.83	12/15/2015		D <sup>(1)</sup>	6,150	<sup>(7)</sup> 08/01/2024	Common Stock	6,150

## 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

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").
  - (2) Pursuant to the Merger Agreement, 2,870 restricted stock units vested 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

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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) per share of common stock.

Christopher 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.

- (5) Fully vested as of December 15, 2015.

Each share of common stock subject to the options was 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 (as defined in the Merger Agreement) in respect of each Net Share (as defined in the Merger Agreement) covered by such options, less applicable tax withholdings.

- (7) Fully vested as of August 1, 2015.

- (8) These options were 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. owned 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.

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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