

SHARPLES BRIAN  
Form 4  
July 05, 2011

**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 \*  
SHARPLES BRIAN

(Last) (First) (Middle)  
1011 W. FIFTH STREET, SUITE 300  
(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2011

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)  
President and CEO

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2011		M		60,000	A	\$ 2.06	203,000 <sup>(1)</sup>	D	
Common Stock	07/05/2011		S		200,000	D	\$ 25.11	1,152,513	I	By Moose Pond Investments, LP <sup>(2)</sup>
Common Stock								200,000	I	By Sharples Venture Partners, LP <sup>(3)</sup>
	07/05/2011		C		11,402	A	<sup>(4)</sup>	11,402	I	

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Common Stock								By The Chloe Marie Sharples 1998 Trust <u>(5)</u>
Common Stock	07/05/2011	C	11,402	A	<u>(4)</u>	11,402	I	By The Emma Jette Sharples 2002 Trust <u>(6)</u>
Common Stock	07/05/2011	C	11,403	A	<u>(4)</u>	11,403	I	By The Hawken Drake Sharples 2009 Trust <u>(7)</u>
Series A Redeemable Preferred Stock	07/05/2011	J	325,868	D	<u>(8)</u>	0	I	By Moose Pond Investments, LP <u>(2)</u>
Series A Redeemable Preferred Stock	07/05/2011	J	2,262	D	<u>(8)</u>	0	I	By The Chloe Marie Sharples 1998 Trust <u>(5)</u>
Series A Redeemable Preferred Stock	07/05/2011	J	2,262	D	<u>(8)</u>	0	I	By The Emma Jette Sharples 2002 Trust <u>(6)</u>
Series A Redeemable Preferred Stock	07/05/2011	J	2,261	D	<u>(8)</u>	0	I	By The Hawken Drake Sharples 2009 Trust <u>(7)</u>
Series B Redeemable Preferred Stock	07/05/2011	J	145	D	<u>(9)</u>	0	I	By The Chloe Marie Sharples 1998 Trust <u>(5)</u>
Series B Redeemable Preferred Stock	07/05/2011	J	145	D	<u>(9)</u>	0	I	By The Emma Jette Sharples 2002 Trust <u>(6)</u>

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Series B Redeemable Preferred Stock	07/05/2011	J	145	D	<u>9</u>	0	I	By The Hawken Drake Sharples 2009 Trust <u>(7)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Option (Right to Buy)	\$ 19.97	02/10/2011		A	1,000,000		<u>(10)</u>	02/10/2021	Common Stock
Stock Option (Right to Buy)	\$ 2.06	06/01/2011		M		60,000	<u>(11)</u>	01/30/2017	Common Stock
Series C Convertible Preferred Stock	<u>(4)</u>	07/05/2011		J		11,402	<u>(4)</u>	<u>(4)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(4)</u>	07/05/2011		J		11,402	<u>(4)</u>	<u>(4)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(4)</u>	07/05/2011		J		11,403	<u>(4)</u>	<u>(4)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARPLES BRIAN 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X		President and CEO	

## Signatures

/s/ Melissa Fruge as Attorney-in-Fact for Brian  
Sharples

07/05/2011

\_\_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) 143,000 of such shares are subject to a right of repurchase by HomeAway, Inc. that lapses on December 31, 2011.
  - (2) The reporting person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt., LC, the general partner of Moose Pond Investments, LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
  - (3) The reporting person is a general partner of Sharples Venture Partners, LP and has sole voting and dispositive power over the shares held by Sharples Venture Partners, LP.
  - (4) The Series C Convertible Preferred Stock, which was previously convertible at any time and had no expiration date, converted into HomeAway, Inc. common stock on a one-for-one basis.
  - (5) The reporting person is the trustee of The Chloe Marie Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
  - (6) The reporting person is the trustee of The Emma Jette Sharples 2002 Trust and has voting and dispositive power over the shares held by the trust.
  - (7) The reporting person is the trustee of the Hawken Drake Sharples 2009 Trust and has voting and dispositive power over the shares held by the trust.
  - (8) The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price of \$1.40 per share plus an additional amount equal to accumulated dividends on such shares for aggregate proceeds of \$690,697.31 to Moose Pond Investments, LP, \$4,794.45 to each of The Chloe Marie Sharples 1998 Trust and The Emma Jette Sharples 2002 Trust, and \$4,792.33 to The Hawken Drake Sharples 2009 Trust.
  - (9) The reported securities were mandatorily redeemable by HomeAway, Inc. upon the closing of its initial public offering and were accordingly redeemed by HomeAway, Inc. at a price of \$2.00 per share plus an additional amount equal to accumulated dividends on such shares for aggregate proceeds of \$408.61 to each of The Chloe Marie Sharples 1998 Trust, The Emma Jette Sharples 2002 Trust, and The Hawken Drake Sharples 2009 Trust.
  - (10) Vested as to 1/16th of the shares subject to the option on May 10, 2011 and as to 1/48th of the shares subject to the option each month thereafter.
  - (11) Vested as to 1/16th of the shares subject to the option on April 30, 2007 and as to 1/48th of the shares subject to the option each month thereafter.

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.