

SHARPLES BRIAN
Form 5
February 14, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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 Reporting

(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 at end of Issuer's Fiscal Year (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) Amount Price			
Common Stock	11/01/2012	Â	M4	24,000 A \$ 19.97	81,346 ⁽¹⁾	D	Â
Common Stock	11/01/2012	Â	S4 ⁽²⁾	24,000 D \$ 25.3321 ⁽³⁾	57,346 ⁽¹⁾	D	Â
Common Stock	11/01/2012	Â	M4	3,000 A \$ 8.1	60,346 ⁽¹⁾	D	Â
	11/01/2012	Â	S4 ⁽²⁾	3,000 D	57,346 ⁽¹⁾	D	Â

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Common Stock						\$ 25.3321 (3)				
Common Stock	11/01/2012	Â	M4	2,243	A	\$ 2.06	59,589 (1)	D	Â	
Common Stock	11/01/2012	Â	S4(2)	2,243	D	\$ 25.3321 (3)	57,346 (1)	D	Â	
Common Stock	11/01/2012	Â	M4	5,757	A	\$ 2.06	63,103 (1)	D	Â	
Common Stock	11/01/2012	Â	S4(2)	5,757	D	\$ 26.0037 (4)	57,346	D	Â	
Common Stock	12/03/2012	Â	S4(2)	15,000	D	\$ 20.21 (5)	1,017,513 (6)	I		By Moose Pond Investements LP (7)

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 Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 2.06	11/01/2012	Â	M4	Â 8,000	Â (8) 01/29/2017	Common Stock 8,000

Reporting Owners

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

Signatures

Melissa Fruge as Attorney-In-Fact for Brian
Sharples

02/14/2013

__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) Updated holdings for transaction originally reported on November 5, 2012 to correct miscalculation of the amount of securities beneficially owned following such previously reported transaction.
- (2) Transaction pursuant to a trading plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.99.
- (4) The amount in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.03.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.10 to \$20.51.
- (6) Updated holdings for transaction originally reported on December 5, 2012 to correct miscalculation of the amount of securities beneficially owned following such previously reported transaction.
- (7) The Reporting Person is the limited partner of Moose Pond Investments, LP and the sole manager of Moose Pond Mgt. LLC, the general partner of Moose Pond Investments LP, and has voting and dispositive power over the shares held by Moose Pond Investments, LP.
- (8) These options were fully vested as of January 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.