HOMEAWAY INC
Form 4
July 03, 2013

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
AV PARTNERS VIII LP

(Last) (First) (Middle)

300 WEST 6TH STREET, SUITE 2300

(Street)

AUSTIN, TX 78701-3902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2013		S		84,987	D	$ 32.1489 (3)	10,105,291	I	Austin Ventures VIII, L.P. (1)
Common Stock	07/01/2013		S		4,203	D	$ 32.1489 (3)	499,693	I	Austin Ventures X, L.P. (2)
Common Stock	07/02/2013		S		142,932	D	$ 31.4505 (4)	9,962,359	I	Austin Ventures VIII, L.P. (1)

Common Stock	07/02/2013	S	7,068	D	$ 31.4505 (4)	492,625	I	Austin Ventures X, L.P. (2)
Common Stock	07/03/2013	S	88,598	D	$ 31.6301 (5)	9,873,761	I	Austin Ventures VIII, L.P. (1)
Common Stock	07/03/2013	S	4,381	D	$ 31.6301 (5)	488,244	I	Austin Ventures X, L.P. (2)

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.

SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AV PARTNERS VIII LP 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701-3902		X		
AUSTIN VENTURES VIII LP 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701-3902		X		
ARAGONA JOSEPH C 300 WEST 6TH STREET, SUITE 2300		X		

AUSTIN, TX 78701-3902	
DEANGELIS KENNETH P 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701-3902	X
THORNTON JOHN D 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701-3902	X
PACITTI CHRISTOPHER A 300 WEST 6TH STREET, SUITE 2300 AUSTIN, TX 78701-3902	X
AV Partners X, L.L.C. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701	X
AV Partners X, L.P. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701	X
AUSTIN VENTURES X LP 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701	X

Signatures

Kevin A. Kunz, Attorney-in-fact for AV Partners VIII, L.P.	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for Austin Ventures VIII, L.P.	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for Joseph C. Aragona	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for Kenneth P. DeAngelis	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for John D. Thornton	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for Christopher A. Pacitti	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.L.C.	07/03/2013
**Signature of Reporting Person	Date
Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.P.	07/03/2013
**Signature of Reporting Person	Date

Kevin A. Kunz, Attorney-in-fact for Austin Ventures X, L.P. 07/03/2013

**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) Shares held directly by Austin Ventures VIII, L.P. ("AV VIII"). AV Partners VIII, L.P. ("AVP VIII") is the general partner of AV VIII and may be deemed to have sole voting and dispositive power over the shares held by AV VIII. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton and Christopher A. Pacitti are the general partners of AVP VIII and may be deemed to share voting and dispositive power over the shares held by AV VIII. Such persons and entities disclaim beneficial ownership over the shares held by AV VIII except to the extent of any pecuniary interest therein.

(2) Shares held directly by Austin Ventures X, L.P. ("AV X"). AV Partners X, L.P. ("AVP X LP"), the general partner of AV X, and AV Partners X, L.L.C. ("AVP X LLC"), the general partner of AVP X LP, may be deemed to have sole voting and dispositive power over the shares held by AV X. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti and Philip S. Siegel are members of AVP X LLC and may be deemed to share voting and dispositive power over the shares held by AV X. Such persons and entities disclaim beneficial ownership of the shares held by AV X except to the extent of their pecuniary interest therein.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $32.00 to $32.71, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3 to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $31.32 to $31.625, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $31.50 to $32.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 5 to this Form 4.

Remarks:

Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton and Christopher A. Pacitti are the general partners of AV Partne

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.