

THORNTON JOHN D  
Form 4  
November 08, 2012

**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 \*  
Siegel Philip S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
300 WEST 6TH ST., SUITE 2300  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/06/2012

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

AUSTIN, TX 78701

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 11/06/2012                           |  | S                              |   | 105,945   | D  | \$ 22.2289<br>(1)                          |
| Common Stock                    |                                      |  |                                |   | 200,000   | D  |  |

By Austin Ventures X, L.P. (2)

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| Siegel Philip S<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701       | X             | X         |         |       |
| AUSTIN VENTURES X LP<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701  |               | X         |         |       |
| AV Partners X, L.P.<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701   |               | X         |         |       |
| AV Partners X, L.L.C.<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701 |               | X         |         |       |
| ARAGONA JOSEPH C<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701      |               | X         |         |       |
| DEANGELIS KENNETH P<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701   |               | X         |         |       |
| THORNTON JOHN D<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701       |               | X         |         |       |
| PACITTI CHRISTOPHER A<br>300 WEST 6TH ST., SUITE 2300<br>AUSTIN, TX 78701 |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| Kevin A. Kunz, Attorney-in-fact for Philip S. Siegel        | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for Austin Ventures X, L.P. | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.P.     | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.L.C.   | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for Joseph C. Aragona       | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for Kenneth P. DeAngelis    | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for John D. Thornton        | 11/08/2012 |
| **Signature of Reporting Person                             | Date       |
| Kevin A. Kunz, Attorney-in-fact for Christopher A. Pacitti  | 11/08/2012 |
| **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) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$22.10 to \$22.51 per share. The Reporting Persons undertake to provide, upon request by the SEC staff, the Issuer, or a securityholder of the Issuer, full information regarding the number of shares sold at each separate price.

(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.

### Remarks:

Philip S. Siegel is a director of the issuer. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti and Philip S. Siegel are members of AV Partners X, L.L.C. which serves as the general partner of AV Partners X, L.P., the general partner of Austin Ventures X, L.P. Each Reporting Owner disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Owner's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Owner, and this report shall not be deemed an admission that such Reporting Owner is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

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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