

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 *
Shepherd Carl Gordon

(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)
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/15/2015 | | D ⁽¹⁾ | 209,285 | D 0 | D | |

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)

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| 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 | \$ 33.44 | 12/15/2015 | | D ⁽¹⁾ | 37,000 | ⁽³⁾ 05/01/2024 | Common Stock | 37,000 |
| Stock Option | \$ 30.43 | 12/15/2015 | | D ⁽¹⁾ | 20,886 | ⁽³⁾ 03/05/2023 | Common Stock | 20,886 |
| Stock Option | \$ 25.54 | 12/15/2015 | | D ⁽¹⁾ | 5,505 | ⁽³⁾ 03/27/2022 | Common Stock | 5,505 |
| Stock Option | \$ 31.19 | 12/15/2015 | | D ⁽¹⁾ | 5,408 | ⁽³⁾ 07/01/2025 | Common Stock | 5,408 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shepherd Carl Gordon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703 | | X | | |

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Carl Shepherd
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").
Pursuant to the Merger Agreement, (i) 176,198 shares of the common stock were 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, (ii) 3,083 restricted stock awards 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 in respect of each share of common stock subject to each such restricted stock award, less applicable tax withholdings, and (iii) 30,004 restricted stock units vested immediately prior to the First Effective Time and were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of Parent Common Stock in respect of each share of common stock subject to each such vested restricted stock unit, less applicable tax withholdings.
- (3) Fully vested as of December 15, 2015.
- (4)

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Each share of common stock subject to the options were 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 in respect of each Net Share covered by such options, less applicable tax withholdings.

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.