

THORNTON JOHN D  
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 \*  
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)  
07/05/2011

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		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	07/05/2011		S		27,488	D	\$ 25.11	272,812	D	
Common Stock	07/05/2011		C		847,556	A	0	847,556	I	By Austin Ventures X, L.P. (2)
Common Stock	07/05/2011		X		2,188	A	\$ 0.01	2,188	I	By Entrepreneurs Foundation & Idea Network (3)
Common Stock	07/05/2011		S		2,188	D	\$ 25.11	0	I	By Entrepreneurs

							Foundation & Idea Network (3)	
Series A Redeemable Preferred Stock	07/05/2011	J(4)	32,598	D	(4)	0	D	
Series B Redeemable Preferred Stock	07/05/2011	J(5)	22,811	D	(5)	0	D	
Series A Redeemable Preferred Stock	07/05/2011	J(4)	168,105	D	(4)	0	I	By Austin Ventures X, L.P. (2)
Series B Redeemable Preferred Stock	07/05/2011	J(5)	10,733	D	(5)	0	I	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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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrant to Purchase Common Stock	\$ 0.01	07/05/2011		X	2,188	11/30/2005	11/30/2015	Common Stock	2,188
Series C Convertible Preferred Stock	(1)	07/05/2011		C	847,556	(1)	(1)	Common Stock	847,556

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siegel Philip S 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701	X	X		
AUSTIN VENTURES X LP 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		
AV Partners X, L.L.C. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
ARAGONA JOSEPH C 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
DEANGELIS KENNETH P 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
THORNTON JOHN D 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
PACITTI CHRISTOPHER A 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		

## Signatures

/s/ Kevin A. Kunz, Attorney-in-fact for Philip S. Siegel	07/05/2011
**Signature of Reporting Person	Date
/s/ Kevin A. Kunz, Attorney-in-fact for Austin Ventures X, L.P.	07/05/2011
**Signature of Reporting Person	Date
/s/ Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.P.	07/05/2011
**Signature of Reporting Person	Date
/s/ Kevin A. Kunz, Attorney-in-fact for AV Partners X, L.L.C.	07/05/2011
**Signature of Reporting Person	Date
/s/ Kevin A. Kunz, Attorney-in-fact for Joseph C. Aragona	07/05/2011

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<u>Signature of Reporting Person</u>	Date
/s/ Kevin A. Kunz, Attorney-in-fact for Kenneth P. DeAngelis	07/05/2011
<u>Signature of Reporting Person</u>	Date
/s/ Kevin A. Kunz, Attorney-in-fact for John D. Thornton	07/05/2011
<u>Signature of Reporting Person</u>	Date
/s/ Kevin A. Kunz, Attorney-in-fact for Christopher A. Pacitti	07/05/2011
<u>Signature of Reporting Person</u>	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) 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.  
  
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 any pecuniary interest therein.
  - (2) Shares held directly by Entrepreneurs Foundation & Idea Network. Philip S. Siegel, the Designated Filer, and each of Bill Bock, Jeff Browning, Scott Collier, Elizabeth Davis, David Hood, Paul Hurdlow, David Lee, Jan Lindelow, Eugene Sepulveda and Ellen Wood are members of the board of directors of the Entrepreneurs Foundation & Idea Network, and each may be deemed the beneficial owner of the reported shares of this entity, but the Designated Filer disclaims beneficial ownership in the shares held, except to the extent of any indirect pecuniary interest therein.
  - (3) 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 equal to \$1.40 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$68,890.72 to Philip S. Siegel and \$356,308.91 to AV X.
  - (4) 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 equal to \$2.00 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$64,280.77 to Philip S. Siegel and \$30,245.30 to AV X.

### Remarks:

Philip S. Siegel is a director of the issuer, and Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti

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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