

HOMEAWAY INC
Form 4
August 01, 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 *
Redpoint Omega L P

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2012

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 | 07/30/2012 | | J(1) | | 2,549 | D | \$ 0 | 13,172 | I | By Redpoint Omega Associates, LLC (1) (5) |
| Common Stock | 07/30/2012 | | J(2) | | 90,140 | D | \$ 0 | 465,786 | I | By Redpoint Omega, L.P. (2) (5) |
| Common Stock | 07/30/2012 | | J(3) | | 23,211 | A | \$ 0 | 23,211 | I | By Redpoint Omega, LLC (5) |
| Common | 07/30/2012 | | J(4) | | 23,211 | D | \$ 0 | 0 | I | By Redpoint |

Stock

Omega,
LLC (5)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Redpoint Omega L P 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Omega Associates, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Omega, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC, which serves as the General Partner of Redpoint Omega, L.P.

08/01/2012

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__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, a Manager of Redpoint Omega Associates, LLC

08/01/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC

08/01/2012

__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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Omega Associates, LLC ("RO Associates") without consideration to its members.
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Omega, L.P. ("RO LP") without consideration to its limited partners and its general partner, Redpoint Omega, LLC ("RO LLC").
- (3) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RO LP described in footnote 2.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RO LLC without consideration to its members.
RO LLC serves as the general partner RO LP. RO LLC and RO Associates are under common control. As such, RO LLC has sole voting and investment control over the shares owned by RO LP, and may be deemed to beneficially own the shares held by RO LP. RO LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

Remarks:

This is filing 2 of 2.

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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