

HOMEAWAY INC
Form 4
August 05, 2014

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 *
Krone Kevin

(Last) (First) (Middle)

1011 W. 5TH 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)
08/01/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/01/2014 | | A | | 2,382 (1) \$ 0 4,989 | D | |

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)

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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 | 5. Number of Derivative Securities (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) |
|--|--|--------------------------------------|--|---------------------|--|--|---|
| Restricted Stock Units | (2) | | | | | (3) (3) | Common Stock 2,360 |
| Stock Option (Right to Buy) | \$ 33.83 | 08/01/2014 | | A | 6,150 | (4) 08/01/2024 | Common Stock 6,150 |
| Stock Option (Right to Buy) | \$ 30.52 | | | | | (5) 08/01/2023 | Common Stock 7,472 |
| Stock Option (Right to Buy) | \$ 30.71 | | | | | (6) 04/29/2023 | Common Stock 18,677 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Krone Kevin 1011 W. 5TH STREET SUITE #300 AUSTIN, TX 78703 | X | | | |

Signatures

| | |
|---|------------|
| Melissa Fruge (as Attorney-in-Fact for Kevin Krone) | 08/05/2014 |
| **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 restricted stock units awarded to the reporting person. 100% of the shares subject to the restricted stock units vest on the one-year anniversary of the vesting commencement date, such that the award will be fully-vested on August 1, 2015, subject to the

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reporting person continuing to be a Service Provider on such date.

- (2) Each restricted stock unit represents a contingent right to receive one share of HomeAway common stock.

(3) Thirty-three and one-third percent (33 1/3%) of the shares subject to the Restricted Stock Units shall vest one year after the corresponding day of the third month following the Vesting Commencement Date, and an additional thirty-three and one-third percent (33 1/3%) of the Shares subject to the Restricted Stock Unit shall vest annually thereafter, until all the Shares are vested, subject to the Reporting Person's continuing to be a Service Provider on such dates.

(4) 1/12th of the shares of common stock subject to the option vests each month following the vesting commencement date, such that the award will be fully-vested on August 1, 2015, subject to the reporting person continuing to be a Service Provider on such date.

(5) 1/12th of the shares of common stock subject to the option vests each month following the vesting commencement date, such that the award will be fully-vested on August 1, 2014.

(6) 1/36th of the Shares subject to the Option shall vest and become exercisable on the corresponding day of each month following the Vesting Commencement Date, or to the extent such a month does not have the corresponding day, on the last day of any such month, until all the Shares are vested and exercisable, subject to Optionee's continuing to be a Service Provider on such dates.

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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