

HOMEAWAY INC
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 *
Redpoint Ventures II, 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)
07/05/2011

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	07/05/2011		C		48,195	A	<u>(1)</u> 141,257	I	By Redpoint Associates I, LLC <u>(2)</u>
Common Stock	07/05/2011		C		29,845	A	<u>(3)</u> 171,102	I	By Redpoint Associates I, LLC <u>(2)</u>
Series A Redeemable Preferred Stock	07/05/2011		J	<u>(4)</u>	78,036	D	<u>(4)</u> 0	I	By Redpoint Associates I, LLC <u>(2)</u>
Series B	07/05/2011		J	<u>(5)</u>	6,877	D	<u>(5)</u> 0	I	By Redpoint

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Redeemable Preferred Stock								Associates I, LLC <u>(2)</u>
Common Stock	07/05/2011	C	21,784	A	<u>(1)</u>	122,917	I	By Redpoint Associates II, LLC <u>(6)</u>
Common Stock	07/05/2011	C	13,490	A	<u>(3)</u>	136,407	I	By Redpoint Associates II, LLC <u>(6)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	95,231	D	<u>(4)</u>	0	I	By Redpoint Associates II, LLC <u>(6)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	9,508	D	<u>(5)</u>	0	I	By Redpoint Associates II, LLC <u>(6)</u>
Common Stock	07/05/2011	C	1,879,605	A	<u>(1)</u>	5,509,024	I	By Redpoint Ventures I, L.P. <u>(7)</u>
Common Stock	07/05/2011	C	1,163,962	A	<u>(3)</u>	6,672,986	I	By Redpoint Ventures I, L.P. <u>(7)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	3,043,361	D	<u>(4)</u>	0	I	By Redpoint Ventures I, L.P. <u>(7)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	268,226	D	<u>(5)</u>	0	I	By Redpoint Ventures I, L.P. <u>(7)</u>
Common Stock	07/05/2011	C	942,116	A	<u>(1)</u>	5,315,846	I	By Redpoint Ventures II, L.P. <u>(8)</u>
Common Stock	07/05/2011	C	583,413	A	<u>(3)</u>	5,899,259	I	By Redpoint Ventures II, L.P. <u>(8)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	4,118,462	D	<u>(4)</u>	0	I	By Redpoint Ventures II, L.P. <u>(8)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	411,181	D	<u>(5)</u>	0	I	By Redpoint Ventures II, L.P. <u>(8)</u>

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Common Stock	07/05/2011	C	14,924	A	<u>(1)</u>	102,621	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u>
Common Stock	07/05/2011	C	6,327	A	<u>(3)</u>	108,948	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	75,759	D	<u>(4)</u>	0	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	4,260	D	<u>(5)</u>	0	I	By Redpoint Technology Partners A-1, L.P. <u>(9)</u>
Common Stock	07/05/2011	C	93,376	A	<u>(1)</u>	642,084	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u>
Common Stock	07/05/2011	C	39,589	A	<u>(3)</u>	681,673	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	474,007	D	<u>(4)</u>	0	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u>
Series B Redeemable Preferred Stock	07/05/2011	J ⁽⁵⁾	26,651	D	<u>(5)</u>	0	I	By Redpoint Technology Partners Q-1, L.P. <u>(10)</u>
Common Stock	07/05/2011	C	18,270	A	<u>(1)</u>	18,270	I	By Redpoint Omega Associates, LLC <u>(11)</u>
Series A Redeemable Preferred Stock	07/05/2011	J ⁽⁴⁾	3,624	D	<u>(4)</u>	0	I	By Redpoint Omega Associates, LLC <u>(11)</u>
Series B Redeemable	07/05/2011	J ⁽⁵⁾	231	D	<u>(5)</u>	0	I	By Redpoint Omega

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Preferred Stock								Associates, LLC ⁽¹¹⁾	
Common Stock	07/05/2011		C	646,066	A	<u>(1)</u>	646,066	I	By Redpoint Omega, L.P. ⁽¹²⁾
Series A Redeemable Preferred Stock	07/05/2011		J ⁽⁴⁾	128,140	D	<u>(4)</u>	0	I	By Redpoint Omega, L.P. ⁽¹²⁾
Series B Redeemable Preferred Stock	07/05/2011		J ⁽⁵⁾	8,179	D	<u>(5)</u>	0	I	By Redpoint Omega, L.P. ⁽¹²⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011		C	48,195	<u>(1)</u> <u>(1)</u>	Common Stock 48,195
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011		C	29,845	<u>(3)</u> <u>(3)</u>	Common Stock 29,845
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011		C	21,784	<u>(1)</u> <u>(1)</u>	Common Stock 21,784
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011		C	13,490	<u>(3)</u> <u>(3)</u>	Common Stock 13,490

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Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	1,879,605	<u>(1)</u>	<u>(1)</u>	Common Stock	1,879,
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	1,163,962	<u>(3)</u>	<u>(3)</u>	Common Stock	1,163,
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	942,116	<u>(1)</u>	<u>(1)</u>	Common Stock	942,1
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	583,413	<u>(3)</u>	<u>(3)</u>	Common Stock	583,4
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	14,924	<u>(1)</u>	<u>(1)</u>	Common Stock	14,9
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	6,327	<u>(3)</u>	<u>(3)</u>	Common Stock	6,32
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	93,376	<u>(1)</u>	<u>(1)</u>	Common Stock	93,3
Series D Convertible Preferred Stock	<u>(3)</u>	07/05/2011	C	39,589	<u>(3)</u>	<u>(3)</u>	Common Stock	39,5
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	18,270	<u>(1)</u>	<u>(1)</u>	Common Stock	18,2
Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	646,066	<u>(1)</u>	<u>(1)</u>	Common Stock	646,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Ventures II, L.P. 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/ Melissa Frug?? (as Attorney-in-Fact), Jeffrey D. Brody, Managing Director, General Partner, Redpoint Ventures II, LLC for REDPOINT VENTURES II, L.P. 07/05/2011
 __Signature of Reporting Person Date

/s/ Melissa Frug?? (as Attorney-in-Fact), Jeffrey D. Brody, Managing Director for REDPOINT OMEGA, LLC 07/05/2011
 __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) 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.
- (2) The Shares are owned by Redpoint Associates I, LLC ("RA I"). Redpoint Ventures I, LLC ("RV I LLC") serves as the Manager of RA I, and has sole voting and investment control over the shares owned by RA I, and may be deemed to beneficially own the shares held by RA I. RV I LLC owns no securities of the Issuer directly. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (3) The Series D 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.
- (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 \$1.40 per share plus an additional amount equal to the accumulated dividends on such shares for aggregate proceeds of \$165,402.11 to RA I, \$201,847.98 to RA II, \$6,450,591.24 to RV I, \$8,729,334.09 to RV II, \$160,575.87 to RTP A, \$1,004,687.06 to RTP Q, \$7,681.29 to ROA and \$271,600.63 to RO LP.
- (5) 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 \$19,379.20 to RA I, \$26,793.28 to RA II, \$755,853.52 to RV I, \$1,158,696.79 to RV II, \$12,004.56 to RTP A, \$75,101.79 to RTP Q, \$650.95 to ROA and \$23,048.20 to RO LP.
- (6) The Shares are owned by Redpoint Associates II, LLC ("RA II").
- (7) The Shares are owned by Redpoint Ventures I, L.P. ("RV I"). RV I LLC serves as the sole General Partner of RV I, and has sole voting and investment control over the shares owned by RV I, and may be deemed to beneficially own the shares held by RV I. RV I LLC owns no securities of the Issuer directly. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (8) The Shares are owned by Redpoint Ventures II, L.P. ("RV II"). Redpoint Ventures II, LLC ("RV II LLC") serves as the sole General Partner of RV II, and has sole voting and investment control over the shares owned by RV II, and may be deemed to beneficially own the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV II LLC disclaims beneficial ownership of the shares

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reported herein, except to the extent of its pecuniary interest therein.

- (9) The Shares are owned by Redpoint Technology Partners A-1, L.P. ("RTP A"). RV I LLC serves as the sole General Partner of RTP A, and has sole voting and investment control over the shares owned by RTP A, and may be deemed to beneficially own the shares held by RTP A. RV I LLC owns no securities of the Issuer directly. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

- (10) The Shares are owned by Redpoint Technology Partners Q-1, L.P. ("RTP Q"). RV I LLC serves as the sole General Partner of RTP Q, and has sole voting and investment control over the shares owned by RTP Q, and may be deemed to beneficially own the shares held by RTP Q. RV I LLC owns no securities of the Issuer directly. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

- (11) The Shares are owned by Redpoint Omega Associates, LLC ("ROA").

- (12) The Shares are owned by Redpoint Omega, L.P. ("RO LP"). Redpoint Omega, LLC ("RO LLC") serves as the sole General Partner of RO LP, and 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 owns no securities of the Issuer directly. RO LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

Remarks:

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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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