

HOMEAWAY INC
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

HomeAway, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

43739Q100

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Edgar Filing: HOMEAWAY INC - Form SC 13G/A

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 31

Exhibit Index on Page 26

1 NAME OF REPORTING PERSONS

TCV VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,952,049 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,952,049 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER
WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,952,049 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 3.6%
TYPE OF REPORTING PERSON*

PN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

TCV Member Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 66,502 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 66,502 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER
WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 66,502 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.0%
TYPE OF REPORTING PERSON*

PN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

Technology Crossover Management VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,975,287 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,975,287 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER
WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,975,287 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 3.6%
TYPE OF REPORTING PERSON*

OO

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

TCV VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 4,867,308 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 4,867,308 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER
WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,867,308 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.9%
TYPE OF REPORTING PERSON*

PN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

TCV VII (A), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,527,648 shares of Common Stock (A)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0- shares of Common Stock

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,527,648 shares of Common Stock (A)

8 SHARED DISPOSITIVE POWER

WITH

-0- shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,527,648 shares of Common Stock (A)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 3.0%
TYPE OF REPORTING PERSON*

PN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

2 Technology Crossover Management VII, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
5 SOLE VOTING POWER

NUMBER OF
SHARES 6 7,394,956 shares of Common Stock (A)
SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH 7 -0- shares of Common Stock
SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 7,394,956 shares of Common Stock (A)
SHARED DISPOSITIVE POWER
WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,394,956 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 8.9%
TYPE OF REPORTING PERSON*

PN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

Technology Crossover Management VII, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 7,438,220 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 7,438,220 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER

WITH

9 -0- shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,438,220 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.0%
TYPE OF REPORTING PERSON*

OO

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

Jay C. Hoag

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,096 shares of Common Stock (A)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,415,507 shares of Common Stock (A)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,096 shares of Common Stock (A)
8 SHARED DISPOSITIVE POWER

WITH

9 10,415,507 shares of Common Stock (A)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 10,417,603 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%
12 TYPE OF REPORTING PERSON*

IN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

Richard H. Kimball

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES -0- shares of Common Stock
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,415,507 shares of Common Stock (A)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- shares of Common Stock
8 SHARED DISPOSITIVE POWER
WITH

9 10,415,507 shares of Common Stock (A)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 10,415,507 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%
12 TYPE OF REPORTING PERSON*

IN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

John L. Drew

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES -0- shares of Common Stock
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,415,507 shares of Common Stock (A)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- shares of Common Stock
8 SHARED DISPOSITIVE POWER

WITH

9 10,415,507 shares of Common Stock (A)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 10,415,507 shares of Common Stock (A)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.5%
12 TYPE OF REPORTING PERSON*

IN

(A) Please see Item 4.

1 NAME OF REPORTING PERSONS

Jon Q. Reynolds,