

HOMEAWAY INC
Form 4
December 07, 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)
12/05/2012

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)
Former 10% Owner

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	12/05/2012		J(1)		5,312	D	\$ 0	5,311	I	By Redpoint Omega Associates, LLC (1) (5)
Common Stock	12/05/2012		J(2)		187,823	D	\$ 0	187,823	I	By Redpoint Omega, L.P. (2) (5)
Common Stock	12/05/2012		J(3)		1,878	A	\$ 0	1,878	I	By Redpoint Omega, LLC (5)
	12/05/2012		J(4)		1,878	D	\$ 0	0	I	

Common
Stock

By Redpoint
Omega,
LLC ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 5)
				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				Former 10% Owner
Redpoint Omega Associates, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner
Redpoint Omega, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025				Former 10% Owner

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC, which serves as the General Partner of Redpoint Omega, L.P.	12/07/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, a Manager of Redpoint Omega Associates, LLC	12/07/2012
__Signature of Reporting Person	Date
/s/ Jeffrey D. Brody, Managing Director of Redpoint Omega, LLC	12/07/2012
__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.