

Chaffee Todd C
 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 *
 Chaffee Todd C

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 250

(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 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	07/05/2011		C		303,971	A	<u>1</u>	303,971	I	By Institutional Venture Partners XII, L.P. ⁽²⁾
Common Stock	07/05/2011		C		2,754,939	A	<u>3</u>	3,058,910	I	By Institutional Venture Partners XII, L.P. ⁽²⁾
Series A Redeemable	07/05/2011		J ⁽⁴⁾		60,290	D	<u>4</u>	0	I	By Institutional

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Preferred Stock								Venture Partners XII, L.P. <u>(2)</u>	
Series B Redeemable Preferred Stock	07/05/2011		J ⁽⁵⁾	3,849	D	<u>(5)</u>	0	I	By Institutional Venture Partners XII, L.P. <u>(2)</u>
Common Stock	07/05/2011		C	483,000	A	<u>(1)</u>	483,000	I	By Institutional Venture Partners XI GmbH & Co Beteiligungs KG <u>(6)</u>
Common Stock	07/05/2011		C	3,017,000	A	<u>(1)</u>	3,017,000	I	By Institutional Venture Partners XI, L.P. <u>(7)</u>

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	303,971	<u>(1)</u> <u>(1)</u>	Common Stock 303,9
Series D Convertible Preferred Stock	<u>(1)</u>	07/05/2011		C	2,754,939	<u>(3)</u> <u>(3)</u>	Common Stock 2,754,

Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	483,000	<u>(1)</u>	<u>(1)</u>	Common Stock	483,0
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Series C Convertible Preferred Stock	<u>(1)</u>	07/05/2011	C	3,017,000	<u>(1)</u>	<u>(1)</u>	Common Stock	3,017,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chaffee Todd C 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025	X			

Signatures

/s/ Melissa Frug?? (as Attorney-in-Fact)	07/05/2011
<u> </u> 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.
The shares are owned by Institutional Venture Partners XII, L.P. ("IVP XII"). Institutional Venture Management XII, LLC ("IVM XII") serves as the sole General Partner of IVP XII, and has sole voting and investment control over the shares owned by IVP XII, and may be deemed to beneficially own the shares held by IVP XII. IVM XII owns no securities of the Issuer directly. The Reporting Person is a Managing Director of IVM XII. As such, the Reporting Person shares voting and dispositive power over the shares held by IVP XII and may be deemed to have indirect beneficial ownership of the shares held by IVP XII. The Reporting Person disclaims beneficial ownership of the shares held by IVP XII as reported herein, except to the extent of his 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.
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 \$127,778.37.
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 \$10,846.38.
- (6) The shares are owned by Institutional Venture Partners XI GmbH & Co. Beteiligungs KG ("IVP XI KG"), which is under common control with Institutional Venture Partners XI, L.P. ("IVP XI"). Institutional Venture Management XI, LLC ("IVM XI") serves as the sole

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managing limited partner of IVP XI KG, and has sole voting and investment control over the shares owned by IVP XI KG, and may be deemed to beneficially own shares held by IVP XI KG. IVM XI owns no securities of the Issuer directly. The Reporting Person is a Managing Director of IVM XI. As such, the Reporting Person shares voting and dispositive power over the shares held by IVP XI KG and may be deemed to have indirect beneficial ownership of the shares held by IVP XI KG. The Reporting Person disclaims beneficial ownership of the shares held by IVP XI KG as reported herein, except to the extent of his pecuniary interest therein.

The shares are owned by IVP XI. IVM XI serves as the sole General Partner of IVP XI, and has sole voting and investment control over the shares owned by IVP XI, and may be deemed to beneficially own shares held by IVP XI. The Reporting Person is a Managing

- (7) Director of IVM XI. As such, the Reporting Person shares voting and dispositive power over the shares held by IVP XI and may be deemed to have indirect beneficial ownership of the shares held by IVP XI. The Reporting Person disclaims beneficial ownership of the shares held by IVP XI as reported herein, except to the extent of his pecuniary interest therein.

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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