

THORNTON JOHN D
Form 4
August 23, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Siegel Philip S

(Last) (First) (Middle)
300 WEST 6TH ST., SUITE 2300,
(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOMEAWAY INC [AWAY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2012

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)

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 | 08/21/2012 | | S ⁽¹⁾ | 25,000 D \$ 25.0001 | 200,000 | D | |
| Common Stock | | | | | 847,556 | I | By Austin Ventures X, L.P. ⁽²⁾ |

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

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SEC 1474 (9-02)

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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 |
| Siegel Philip S 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | X | X | | |
| AUSTIN VENTURES X LP 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| AV Partners X, L.P. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| AV Partners X, L.L.C. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| ARAGONA JOSEPH C 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| DEANGELIS KENNETH P 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| THORNTON JOHN D 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701 | | X | | |
| PACITTI CHRISTOPHER A 300 WEST 6TH ST., SUITE 2300 | | X | | |

AUSTIN, TX 78701

Signatures

| | |
|---|------------|
| /s/ Philip S. Siegel | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ Austin Ventures X, L.P. by Christopher A. Pacitti | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ AV Partners X, L.P. by Christopher A. Pacitti | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ AV Partners X, L.L.C. by Christopher A. Pacitti | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ Joseph C. Aragona | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ Kenneth P. DeAngelis | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ John D. Thornton | 08/23/2012 |
| **Signature of Reporting Person | Date |
| /s/ Christopher A. Pacitti | 08/23/2012 |
| **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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
 Shares held directly by Austin Ventures X, L.P. ("AV X"). AV Partners X, L.P. ("AVP X LP"), the general partner of AV X, and AV Partners X, L.L.C. ("AVP X LLC"), the general partner of AVP X LP, may be deemed to have sole voting and dispositive power over the shares held by AV X. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti and Philip S. Siegel are members of AVP X LLC and may be deemed to share voting and dispositive power over the shares held by AV X. Such persons and entities disclaim beneficial ownership of the shares held by AV X except to the extent of their pecuniary interest therein.
- (2)

Remarks:

Philip S. Siegel is a director of the issuer. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti

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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