

HOMEAWAY INC  
Form 8-K  
March 08, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

March 5, 2013

**HomeAway, Inc.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
**1011 W. Fifth Street, Suite 300**

(IRS Employer  
Identification No.)

**Austin, Texas 78703**

(Address of principal executive offices, including zip code)

**(512) 684-1100**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 5, 2013, the Compensation Committee (the *Committee*) of the Board of Directors of HomeAway, Inc. (the *Company*) approved changes effective April 1, 2013 to the base salaries for the *Company*'s principal executive officer, principal financial officer and other executive officers as set forth in the table below. The *Committee* also approved the grant of equity based incentives to the same executive officers pursuant to the *Company*'s 2011 Equity Incentive Plan and its related agreements, copies of which have been filed with the Securities and Exchange Commission.

The *Committee* also approved the 2013 Executive Officer Performance Bonus Plan (the *Bonus Plan*), in which each of the *Company*'s executive officers is eligible to participate. Pursuant to the *Bonus Plan*, the target bonus percentage for each of the same officers was set as provided in the table below. The foregoing description of the *Bonus Plan* is qualified in its entirety by reference to the actual terms of the *Bonus Plan*. The *Bonus Plan* is filed as Exhibit 10.1 to this report and is incorporated into this Item 5.02 by reference.

Officer	Title	Base Salary	Target Bonus <sup>(1)</sup>	Stock Options <sup>(2)</sup>	Restricted Stock Units <sup>(3)</sup>
Brian Sharples	President, Chief Executive Officer and Chairman	512,500	100%	162,025	50,039
Lynn Atchison	Chief Financial Officer	326,668	60%	55,696	17,201
Brent Bellm	Chief Operating Officer	369,000	75%	86,076	26,583
Thomas Hale	Chief Product Officer	326,668	60%	55,696	17,201
Carl Shepherd	Chief Strategy and Development Officer	326,668	60%	55,696	17,201
Ross Buhrdorf	Chief Technology Officer	300,390	60%	55,696	17,201

- (1) The target bonus is a percentage of base salary.
- (2) All options granted have an exercise price equal to the closing price per share of the *Company*'s common stock on the date of grant. One-fourth of each stock option will vest on the first anniversary of the date of grant, with the remainder vesting ratably over the next 36 months, subject to continued service through each vesting date.
- (3) Represents the right to receive one share of the *Company*'s common stock per restricted stock unit. Six and one quarter percent (6.25%) of the restricted stock units will vest each quarter over a period of four years, subject to continued service through each vesting date.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

10.1 2013 Executive Officer Performance Bonus Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOMEAWAY, INC.

Date: March 7, 2013

By: /s/ Melissa Frugé  
Melissa Frugé

Vice President & General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	2013 Executive Officer Performance Bonus Plan