

HOMEAWAY INC  
Form 8-K  
June 04, 2014

**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) June 4, 2014**

**HomeAway, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35215**  
**(Commission**

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

**20-0970381**  
**(IRS Employer**

**Identification No.)**

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**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 5.07. Submission of Matters to a Vote of Security Holders.**

HomeAway, Inc. held its 2014 annual meeting of stockholders on June 4, 2014. The matters voted upon at the meeting and the results of those votes were as follows:

Proposal One: Election of Class III Directors

| <b>Board Nominee</b>              | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------------------|------------|----------------|----------------|-------------------------|
| Jeffrey D. Brody                  | 78,255,760 |                | 1,055,726      | 8,606,878               |
| Christopher ( Woody ) P. Marshall | 74,828,482 |                | 2,483,004      | 8,606,878               |
| Kevin Krone                       | 74,824,966 |                | 2,486,520      | 8,606,878               |

Proposal Two: Ratification of PricewaterhouseCoopers LLP as the 2014 independent public accounting firm

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 85,632,516 | 130,482        | 155,366        |                         |

**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: June 4, 2014

By: /s/ Lynn Atchison  
Lynn Atchison

Chief Financial Officer