

HOMEAWAY INC  
Form 4  
December 15, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Frugé Melissa

(Last) (First) (Middle)  
1011 W. FIFTH STREET, SUITE 300  
(Street)

AUSTIN, TX 78703

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2015

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)  
SVP, Gen Counsel & Secretary

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)
				(A) Amount (D) Price			
Common Stock	12/15/2015		D <sup>(1)</sup>	21,277 D <u>(2)</u>	0	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares
Stock Option	\$ 25.54	12/15/2015		D <sup>(1)</sup>	8,250	<sup>(3)</sup> 03/27/2022	Common Stock	8,250
Stock Option	\$ 19.97	12/15/2015		D <sup>(1)</sup>	28,500	<sup>(5)</sup> 02/10/2021	Common Stock	28,500
Stock Option	\$ 31.6	12/15/2015		D <sup>(1)</sup>	7,536	<sup>(7)</sup> 04/01/2023	Common Stock	7,536
Stock Option	\$ 38.39	12/15/2015		D <sup>(1)</sup>	12,949	<sup>(9)</sup> 04/01/2024	Common Stock	12,949
Stock Option	\$ 29.84	12/15/2015		D <sup>(1)</sup>	14,667	<sup>(11)</sup> 04/01/2025	Common Stock	14,667
Stock Option	\$ 32.38	12/15/2015		D <sup>(1)</sup>	3,505	<sup>(13)</sup> 11/02/2025	Common Stock	3,505

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fruge Melissa 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703			SVP, Gen Counsel & Secretary	

## Signatures

/s/ Melissa Fruge  
12/15/2015  
\*\*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) Disposed of pursuant to the Agreement and Plan of Reorganization by and among Expedia, Inc., HMS 1 Inc. and HomeAway, Inc. dated as of November 4, 2015 (the "Merger Agreement").
- (2) Pursuant to the Merger Agreement, (i) 1,381 shares of the common stock were exchanged for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock (as defined in the Merger Agreement) per share of common stock and (ii) 19,896 unvested restricted stock units were assumed and converted automatically into restricted stock units of Parent Common Stock (as defined in the Merger Agreement) pursuant to a formula described in the Merger Agreement.

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- (3) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2016.
- Pursuant to the Merger Agreement, (i) 7,562 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 688 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (4) Fully vested on February 10, 2015.
- (5) Each share of the common stock subject to the options were cancelled pursuant to the Merger Agreement in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such options, less applicable tax withholdings.
- (6) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2017.
- (7) Pursuant to the Merger Agreement, (i) 4,521 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 3,015 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (8) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2018.
- (9) Pursuant to the Merger Agreement, (i) 5,395 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 7,554 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (10) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of April 1, 2019.
- (11) Pursuant to the Merger Agreement, (i) 2,443 vested options were cancelled in exchange for the right to receive \$10.15 in cash and .2065 shares of the Parent Common Stock in respect of each Net Share covered by such vested options, less applicable tax withholdings, and (ii) 12,224 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (12) 6.25% of the shares of Common Stock subject to the Option shall vest on the date which is three months following the Vesting Commencement Date and an additional one forty-eighth (1/48th) of the total number of shares of Common Stock subject to the Option shall vest on the corresponding day of each month thereafter, or to the extent such a month does not have the corresponding day, on the last day of any such month, and will be fully vested as of October 1, 2019.
- (13) Pursuant to the Merger Agreement, 3,505 unvested options were assumed and converted into options to purchase the number of shares of Parent Common Stock pursuant to a formula described in the Merger Agreement.
- (14)

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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