

Yuan David
Form 4
March 09, 2012

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 *
Marshall Christopher P

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2012

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)

May be part of a 13(g) group

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/07/2012		J ⁽¹⁾	540,812 D \$ 0	4,867,308	I	TCV VII, L.P. ⁽²⁾ ⁽³⁾
Common Stock	03/07/2012		J ⁽⁴⁾	280,850 D \$ 0	2,527,648	I	TCV VII (A), L.P. ⁽²⁾ ⁽⁵⁾
Common Stock	03/07/2012		J ⁽⁶⁾	4,108 A \$ 0	4,108	I	Technology Crossover Management VII, L.P. ⁽²⁾ ⁽⁷⁾
Common Stock	03/07/2012		J ⁽⁸⁾	4,108 D \$ 0	0	I	Technology

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Stock									
									Crossover Management VII, L.P. ⁽²⁾ ⁽⁷⁾
Common Stock	03/07/2012		J ⁽⁹⁾	225	A	\$ 0	1,242	I	Marshall Carroll 2000 Trust ⁽²⁾ ⁽¹⁰⁾ ⁽¹¹⁾
Common Stock	03/07/2012		J ⁽¹²⁾	107	A	\$ 0	107	I	Marshall Partners ⁽²⁾ ⁽¹³⁾ ⁽¹¹⁾
Common Stock	03/07/2012		J ⁽¹⁴⁾	233	A	\$ 0	233	I	Rosenberg Family Trust ⁽²⁾ ⁽¹⁵⁾
Common Stock	03/07/2012		J ⁽¹⁶⁾	240	A	\$ 0	240	I	David L. Yuan ⁽²⁾
Common Stock	03/07/2012		S	240	D	\$ 25.1858	0	I	David L. Yuan ⁽²⁾
Common Stock	03/07/2012		J ⁽¹⁷⁾	129	A	\$ 0	129	I	Timothy P. McAdam ⁽²⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

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Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, Ltd.	03/09/2012
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, L.P.	03/09/2012
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for Timothy P. McAdam	03/09/2012
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for John C. Rosenberg	03/09/2012
__Signature of Reporting Person	Date
Frederic D. Fenton Authorized signatory for David L. Yuan	03/09/2012
__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) In kind pro-rata distribution from TCV VII, L.P. ("TCV VII") to its partners, without consideration.
- This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VI, L.P., TCV Member Fund, L.P., Technology Crossover Management VI, L.L.C, and Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and Robert W. Trudeau (collectively, the "TCM VI Members" and, together with Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan, the "Management VII Class A Directors") on March 9, 2012.
- These securities are directly held by TCV VII. The Management VII Class A Directors are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII") . Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (3) Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (4) In kind pro-rata distribution from TCV VII(A), L.P. ("TCV VII(A)") to its partners, without consideration.
- These securities are directly held by TCV VII(A). The Management VII Class A Directors are Class A Directors of Management VII and limited partners of TCM VII . Management VII is the general partner of TCM VII, which is the general partner of TCV VII(A). The Management VII Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII(A), but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (5) Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII(A), but each of the Management VII Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (6) Acquisition by TCM VII pursuant to an in kind pro-rata distribution by TCV VII and TCV VII(A) to their partners, without consideration.
- These securities are directly held by TCM VII. The Management VII Class A Directors are Class A Directors of Management VII. Management VII is the general partner of TCM VII. The Management VII Class A Directors and Management VII may be deemed to beneficially own the securities held by TCM VII, but each of the Management VII Class A Directors and Management VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (7) Management VII and TCM VII may be deemed to beneficially own the securities held by TCM VII, but each of the Management VII Class A Directors and Management VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.
- (8) In kind pro-rata distribution by TCM VII to its partners, without consideration.
- (9) Acquisition by the Marshall Carroll 2000 Trust pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration.
- Christopher P. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (10) Christopher P. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- Mr. Marshall is a former member of one or more entities affiliated with Trident Capital and, as such, has a continuing indirect interest in
- (11) certain securities held by certain investment funds affiliated with Trident Capital that are not reported on this Form 4. Mr. Marshall disclaims beneficial ownership of those securities, except to the interest of his pecuniary interest therein.
 - (12) Acquisition by Marshall Partners pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
 - (13) Mr. Marshall is a partner of Marshall Partners and may be deemed to beneficially own certain securities held by Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (14) Acquisition by the Rosenberg Family Trust pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration.

John C. Rosenberg is a trustee of the Rosenberg Family Trust and may be deemed to beneficially own certain securities held by the
 - (15) Rosenberg Family Trust. Mr. Rosenberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (16) Acquisition by David L. Yuan pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration.
 - (17) Acquisition by Timothy P. McAdam pursuant to an in kind pro-rata distribution by TCM VII to its partners, without consideration.

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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