

HOMEAWAY INC

Form 4

August 04, 2015

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 *
 Lehmann Simon

(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)
 08/01/2015

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)

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)
Common Stock	08/01/2015		A	(A) or (D) 2,870 (1)	\$ 0 7,776	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. De Sec (In		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.04	08/01/2015		A		7,447		(2)	08/01/2025	Common Stock	7,447
Stock Option	\$ 33.83							(3)	08/01/2024	Common Stock	6,150
Stock Option	\$ 45.74							(4)	03/10/2024	Common Stock	14,426

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lehmann Simon 1011 W. FIFTH STREET, SUITE 300 AUSTIN, TX 78703	X

Signatures

/s/ Melissa Fruge (as Attorney-in-Fact for Simon
Lehmann) 08/04/2015

__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).

- Represents restricted stock units awarded to the reporting person. 100% of the shares subject to the restricted stock units vest on the
- (1) one-year anniversary of the vesting commencement date, such that the award will be fully-vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.
 - (2) 1/12th of the shares of common stock subject to the option vests each month following vesting commencement date, such that award will be fully-vested on August 1, 2016, subject to the reporting person continuing to be a Service Provider on such date.
 - (3) Fully vested on August 1, 2015.
- One twenty-fourth (1/24th) of the shares subject to the option shall vest and become exercisable on the corresponding day of each month
- (4) following the date of grant until all the shares are vested and exercisable, subject to the Reporting Person continuing to be a Service Provider on such dates.

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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