HOMEAWAY INC
Form 4
September 27, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRODY JEFFREY D

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/25/2012		S		6,179	D	$ 24.6808 (1)	112,911	I	By Family Trust (2)
Common Stock								99,486	I	Redpoint Associates I, LLC (3) (4)
Common Stock								79,311	I	By Redpoint Associates II, LLC (5) (6)
Common								3,879,911	I	By Redpoint

Stock								Ventures I, L.P. (4) (7)
Common Stock						3,430,040	I	By Redpoint Ventures II, L.P. (6) (8)
Common Stock						10,623	I	By Redpoint Omega Associates, LLC (9) (10)
Common Stock						375,646	I	By Redpoint Omega, L.P. (10) (11)
Common Stock						65,624	I	By Redpoint Technology Partners A-I, L.P. (4) (12)
Common Stock						410,543	I	By Redpoint Technology Partners Q-I, L.P. (4) (13)
Common Stock	09/25/2012		S	890	D	$ 24.6808 (1)	17,707	I	By Partnership (14)
Common Stock	09/25/2012		S	101	D	$ 24.6808 (1)	1,999	I	By Partnership (15)

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRODY JEFFREY D 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Melissa Fruge, Attorney-in-Fact for Jeffrey D. Brody	09/27/2012
**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) The price in Column 4 is a weighted average sales price. The sales prices ranged from $24.50 to $24.87. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The shares are held by the Brody Family Trust U/D/T dated July 1, 1994 (the "Family Trust"). The Reporting Person is a trustee and beneficiary of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.

(3) The shares are held by Redpoint Associates I, LLC ("RA I").

(4) The Reporting Person is a Managing Director of Redpoint Ventures I, LLC, which serves as the manager of RA I and serves as the general partner of RV I LP, RTP A and RTP Q. As such, the Reporting Person shares voting and investment power over the shares held by RA I, RV I LP, RTP A and RTP Q. The Reporting Person disclaims beneficial ownership of the shares held by RA I, RV I LP, RTP A and RTP Q except to the extent of his proportionate pecuniary interest therein.

(5) The shares are held by Redpoint Associates II, LLC ("RA II").

(6) The Reporting Person is a Managing Director of Redpoint Ventures II, LLC (RV II LLC"), which serves as the general partner of RV II LP. RV II LLC and RA II are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RV II LP and RA II. The Reporting Person disclaims beneficial ownership of the shares held by RV II LP and RA II except to the extent of his proportionate pecuniary interest therein.

(7) The shares are held by Redpoint Ventures I, L.P. ("RV I LP").

(8) The shares are held by Redpoint Ventures II, L.P. ("RV II LP").

(9) The shares are held by Redpoint Omega Associates, LLC ("RO Associates").

(10) The Reporting Person is a Managing Director of Redpoint Omega, LLC ("RO LLC"), which serves as the general partner of RO LP. RO LLC and RO Associates are under common control. As such, the Reporting Person shares voting and investment power over the shares held by RO LP and RO Associates. The Reporting Person disclaims beneficial ownership of the shares held by RO LP and RO Associates except to the extent of his proportionate pecuniary interest therein.

(11) The shares are held by Redpoint Omega, L.P. ("RO LP").

(12) The shares are held by Redpoint Technology Partners A-I, L.P. ("RTP A").

(13) The shares are held by Redpoint Technology Partners Q-I, L.P. ("RTP Q").

(14) The shares are held by the Brody Children's Partnership (the "Children's Partnership"). The Reporting Person is a general partner of the Children's Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Children's Partnership except to the extent of his proportionate pecuniary interest therein.

(15) The shares are held by Koga Partners, L.P. ("Koga"). The Reporting Person is a general partner of Koga. The Reporting Person disclaims beneficial ownership of the shares held by Koga except to the extent of his proportionate pecuniary interest therein.

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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