

Marshall Christopher P
 Form 4
 February 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 May be part of a 13(g) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2012		J ⁽¹⁾		620	A	\$ 0	620 ⁽¹⁰⁾	I	Marshall Carroll 2000 Trust ⁽⁴⁾
Common Stock	02/07/2012		J ⁽²⁾		87	A	\$ 0	707 ⁽¹⁰⁾	I	Marshall Carroll 2000 Trust ⁽⁴⁾
Common Stock	02/07/2012		J ⁽¹⁾		620	A	\$ 0	620 ⁽¹⁰⁾	I	Marshall Partners ⁽⁵⁾

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Common Stock	02/07/2012	J ⁽³⁾	620	D	\$ 0	0 ⁽¹⁰⁾	I	Marshall Partners ⁽⁵⁾
Common Stock	02/07/2012	J ⁽³⁾	310	A	\$ 0	1,017 ⁽¹⁰⁾	I	Marshall Carroll 2000 Trust ⁽⁴⁾
Common Stock						3,280,054	I	TCV VI, L.P. ⁽⁶⁾
Common Stock						5,408,120	I	TCV VII, L.P. ⁽⁷⁾
Common Stock						2,808,498	I	TCV VII (A), L.P. ⁽⁸⁾
Common Stock						73,891	I	TCV Member Fund, L.P. ⁽⁹⁾

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 Beneficially Owned Following Transaction (Instr. 3 and 4)
				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

Marshall Christopher P
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

X X

May be part of a 13(g)
 group

Signatures

Frederic D. Fenton, Authorized signatory for Christopher P.
 Marshall

02/09/2012

__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 Trident Capital Fund-VI Principals Fund, L.L.C. to its partners, without consideration.
- (2) In kind pro-rata distribution from Trident Capital Management-VI, L.L.C. to its partners, without consideration.
- (3) In kind pro-rata distribution from Marshall Partners to its partners, without consideration.
- (4) These shares are directly held by the Marshall Carroll 2000 Trust. Christopher P. Marshall is a trustee of Marshall Carroll 2000 Trust and may be deemed to beneficially own certain of the 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.
- (5) These shares are directly held by Marshall Partners. Christopher P. Marshall is a partner of Marshall Partners and may be deemed to beneficially own certain of the securities held by Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) These securities are directly held by TCV VI, L.P. ("TCV VI"). Christopher P. Marshall holds a venture assignee interest in Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI. Mr. Marshall may be deemed to beneficially own the securities held by TCV VI but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (7) These securities are directly held by TCV VII, L.P. ("TCV VII"). Christopher P. Marshall is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner 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. Mr. Marshall may be deemed to beneficially own the securities held by TCV VII but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (8) These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). Christopher P. Marshall is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A). Mr. Marshall may be deemed to beneficially own the securities held by TCV VII (A) but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (9) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). Christopher P. Marshall is limited partner of Member Fund and a Class A Director of Management VII, which is a general partner of Member Fund. Mr. Marshall may be deemed to beneficially own the securities held by Member Fund but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (10) Mr. Marshall is a former member of one or more entities affiliated with Trident Capital and, as such, has a continuing indirect interest in 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 extent of his 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.