

Yuan David
Form 4
February 27, 2013

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)
02/25/2013

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) | Price | | |
| Common Stock | 02/25/2013 | | S | D | \$ 1,051,657 | I | TCV VII, L.P. (1) (2) |
| Common Stock | 02/25/2013 | | S | D | \$ 546,138 | I | TCV VII (A), L.P. (1) (3) |
| Common Stock | 02/27/2013 | | M | A | \$ 2,800 | I | Christopher P. Marshall (1) (4) |
| Common Stock | 02/27/2013 | | S | D | \$ 2,800 | I | Christopher P. Marshall |

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| | (5) | | (1) (4) |
|--------------|-------|---|---|
| Common Stock | 1,295 | I | Marshall Carroll 2000 Trust (1) (6) (7) |
| Common Stock | 129 | I | Timothy P. McAdam (1) |
| Common Stock | 233 | I | Rosenberg Family Trust (1) (8) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 22.07 | 02/27/2013 | | M | 2,800 | 06/06/2012 06/06/2022 | Common Stock | 2,800 |

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 | | | May be part of a 13(g) group |
| TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES | | | | May be part of a 13(g) group |

528 RAMONA STREET
PALO ALTO, CA 94301

TCV VII(A) L P
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Technology Crossover Management VII, Ltd.
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Technology Crossover Management VII, L.P.
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

McAdam Timothy P
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Rosenberg John C.
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Yuan David
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

May be part of a 13(g)
group

Signatures

| | |
|---|------------|
| Frederic D. Fenton Authorized signatory for Christopher P. Marshall | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV VII, L.P. | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV VII(A), L.P. | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, Ltd. | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, L.P. | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Timothy P. McAdam | 02/27/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John C. Rosenberg | 02/27/2013 |

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__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for David L. Yuan

02/27/2013

__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) 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 February 27, 2013.
- (2) These securities are directly held by TCV VII, L.P. ("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 disclaims beneficial ownership of such securities except to the extent of his/its pecuniary interest therein.
- (3) These securities are directly held by TCV VII (A), L.P. ("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 his/its pecuniary interest therein.
- (4) Mr. Marshall has sole voting and dispositive power over these shares; however, TCV VI Management, L.L.C. ("TCV VI Management") and TCV VII Management, L.L.C. ("TCV VII Management") own 100% of the pecuniary interest therein. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and Robert W. Trudeau (collectively the "TCV VI Management Members") are members of TCV VI Management, and the TCV VI Management Members, together with Mr. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such options and the underlying shares except to the extent of his pecuniary interest therein.
- (5) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$29.7072 to \$29.7300. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Includes additional 53 shares that were distributed in kind from Marshall Partners, and had previously been reported as owned by Marshall Partners.
- (7) 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.
- (8) John C. Rosenberg is a trustee of the Rosenberg Family Trust and may be deemed to beneficially own certain securities held by the Rosenberg Family Trust. Mr. Rosenberg disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) Not applicable.
- (10) These options are held directly by Mr. Marshall. Mr. Marshall has sole voting and dispositive power over the options and the underlying shares; however, TCV VI Management and TCV VII Management own 100% of the pecuniary interest therein. The TCV VI Management Members are members of TCV VI Management, and the TCV VI Management Members, together with Mr. Marshall, are members of TCV VII Management; however, each disclaims beneficial ownership of such options and the underlying shares 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.