

HOMEAWAY INC
Form 4/A
December 18, 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 *
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)
08/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
08/22/2012

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 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 | 08/20/2012 | | S | 4,198 D | \$ 24.46 96,006 ⁽⁵⁾ ₍₂₎ | I | By Redpoint Technology Partners A-1, L.P. ⁽¹⁾ |
| Common Stock | 08/20/2012 | | S | 26,267 D | \$ 24.46 600,691 ⁽⁵⁾ ₍₂₎ | I | By Redpoint Technology Partners Q-1, L.P. ⁽¹⁾ |
| Common Stock | 08/21/2012 | | S | 16,812 D | \$ 24.98 79,194 ⁽⁵⁾ ₍₃₎ | I | By Redpoint Technology Partners A-1, L.P. ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|---------|---|--------------------|-------------|---|---|
| Common Stock | 08/21/2012 | S | 105,191 | D | \$ 24.98 (3) | 495,500 (5) | I | By Redpoint Technology Partners Q-1, L.P. (1) |
| Common Stock | 08/22/2012 | S | 15,840 | D | \$ 24.92 (4) | 63,354 (5) | I | By Redpoint Technology Partners A-1, L.P. (1) |
| Common Stock | 08/22/2012 | S | 99,160 | D | \$ 24.92 (4) | 396,340 (5) | I | By Redpoint Technology Partners Q-1, L.P. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 |
| BRODY JEFFREY D 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | X | X | | |

Signatures

/s/ Jeffrey D.
Brody

12/18/2012

__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 Reporting Person is a Managing Director of Redpoint Ventures I, LLC which serves as the general partner of Redpoint Technology Partners A-1, L.P. ("RTP A") and Redpoint Technology Partners Q-1, L.P. ("RTP Q"). As such, the Reporting Person shares voting and investment power over the shares held by RTP A and RTP Q. The Reporting Person disclaims beneficial ownership of the shares held by RTP A and RTP Q except to the extent of his proportionate pecuniary interest therein.

(2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.00 to \$24.73 per share. 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.

(3) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.70 to \$25.04 per share. 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.

(4) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$24.55 to \$25.13 per share. 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.

(5) The original Form 4 inadvertently disclosed the incorrect amount of shares beneficially owned following the reported transactions. This amendment reflects the correct amount of shares following the reported transactions. No other amendments are being made to the original Form 4.

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.