

HOMEAWAY INC  
Form 8-K  
May 02, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) April 29, 2014**

**HomeAway, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35215**  
**(Commission**

**File Number)**  
**1011 W. Fifth Street, Suite 300**

**20-0970381**  
**(IRS Employer**

**Identification No.)**

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**Austin, Texas 78703**

**(Address of principal executive offices, including zip code)**

**(512) 684-1100**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 29, 2014, the Compensation Committee (the **Committee**) of the Board of Directors of HomeAway, Inc. (the **Company**) approved changes effective April 1, 2014 to the base salaries for the Company's principal executive officer, principal financial officer and other executive officers as set forth in the table below. The Committee also approved the grant of equity based incentives to the same executive officers, with an effective date of grant of May 1, 2014. The grants were made pursuant to the Company's 2011 Equity Incentive Plan and its related agreements, copies of which have been filed with the Securities and Exchange Commission. The changes to compensation for Brent Bellm included increases as a result of his promotion from Chief Operating Officer to President and Chief Operating Officer, which promotion the Board of Directors of the Company approved effective May 1, 2014.

The Committee also approved the 2014 Executive Performance Bonus Plan (the **Bonus Plan**), in which each of the Company's executive officers is eligible to participate. Pursuant to the Bonus Plan, the target bonus percentage for each of the same officers was set as provided in the table below. The foregoing description of the Bonus Plan is qualified in its entirety by reference to the actual terms of the Bonus Plan. The Bonus Plan is filed as Exhibit 10.1 to this report and is incorporated into this Item 5.02 by reference.

<b>Officer</b>	<b>Title</b>	<b>Base Salary</b>	<b>Target Bonus<sup>(1)</sup></b>	<b>Stock Options<sup>(2)</sup></b>	<b>Restricted Stock Units<sup>(3)</sup></b>
Brian Sharples	Chief Executive Officer and Chairman	527,875	100%	150,000	108,000
Lynn Atchison	Chief Financial Officer	336,501	60%	37,000	26,500
Brent Bellm	President & Chief Operating Officer	400,365	85%	82,000	59,000
Thomas Hale	Chief Product Officer	336,501	60%	50,000	35,000
Carl Shepherd	Chief Strategy and Development Officer	336,501	60%	37,000	26,500
Ross Buhrdorf	Chief Technology Officer	309,412	60%	28,500	20,500

(1) The target bonus is a percentage of base salary.

(2) All options granted have an exercise price equal to the closing price per share of the Company's common stock on the effective date of grant. Six and one quarter percent (6.25%) of the shares subject to each stock option will vest three months from the effective date of grant, with the remainder vesting ratably over the next 45 months, subject to continued service through each vesting date. The effective date of grant is May 1, 2014.

(3) Represents the right to receive one share of the Company's common stock per restricted stock unit. Twenty-five percent (25%) of the restricted stock units will vest each year over a period of four years, subject to continued service through each vesting date.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits

10.1 2014 Executive Officer Performance Bonus Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOMEAWAY, INC.

Date: May 2, 2014

By: /s/ Melissa Frugé  
Melissa Frugé

Vice President & General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	2014 Executive Officer Performance Bonus Plan