

THORNTON JOHN D  
Form 4  
August 23, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Siegel Philip S

(Last) (First) (Middle)  
300 WEST 6TH ST., SUITE 2300,  
(Street)

AUSTIN, TX 78701

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2012

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)

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)
			Code	V Amount (D) Price			
Common Stock	08/21/2012		S <sup>(1)</sup>	25,000 D \$ 25.0001	200,000	D	
Common Stock					847,556	I	By Austin Ventures X, L.P. <sup>(2)</sup>

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

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SEC 1474 (9-02)

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**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 Owned Following Transaction (Instr. 5)
				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
Siegel Philip S 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701	X	X		
AUSTIN VENTURES X LP 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
AV Partners X, L.P. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
AV Partners X, L.L.C. 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
ARAGONA JOSEPH C 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
DEANGELIS KENNETH P 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
THORNTON JOHN D 300 WEST 6TH ST., SUITE 2300 AUSTIN, TX 78701		X		
PACITTI CHRISTOPHER A 300 WEST 6TH ST., SUITE 2300		X		

AUSTIN, TX 78701

**Signatures**

/s/ Philip S. Siegel	08/23/2012
**Signature of Reporting Person	Date
/s/ Austin Ventures X, L.P. by Christopher A. Pacitti	08/23/2012
**Signature of Reporting Person	Date
/s/ AV Partners X, L.P. by Christopher A. Pacitti	08/23/2012
**Signature of Reporting Person	Date
/s/ AV Partners X, L.L.C. by Christopher A. Pacitti	08/23/2012
**Signature of Reporting Person	Date
/s/ Joseph C. Aragona	08/23/2012
**Signature of Reporting Person	Date
/s/ Kenneth P. DeAngelis	08/23/2012
**Signature of Reporting Person	Date
/s/ John D. Thornton	08/23/2012
**Signature of Reporting Person	Date
/s/ Christopher A. Pacitti	08/23/2012
**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) Transaction pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- (2) Shares held directly by Austin Ventures X, L.P. ("AV X"). AV Partners X, L.P. ("AVP X LP"), the general partner of AV X, and AV Partners X, L.L.C. ("AVP X LLC"), the general partner of AVP X LP, may be deemed to have sole voting and dispositive power over the shares held by AV X. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti and Philip S. Siegel are members of AVP X LLC and may be deemed to share voting and dispositive power over the shares held by AV X. Such persons and entities disclaim beneficial ownership of the shares held by AV X except to the extent of their pecuniary interest therein.

**Remarks:**

Philip S. Siegel is a director of the issuer. Joseph C. Aragona, Kenneth P. DeAngelis, John D. Thornton, Christopher A. Pacitti

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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