

HOAG JAY C
Form 4
March 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 *
TCV VI L 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)
03/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ 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
X 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)
Common Stock	03/07/2012		J ⁽¹⁾	328,005 D \$ 0	2,952,049	I	TCV VI, L.P. ⁽²⁾ ⁽³⁾
Common Stock	03/07/2012		J ⁽⁴⁾	7,389 D \$ 0	66,502	I	TCV Member Fund, L.P. ⁽²⁾ ⁽⁵⁾
Common Stock	03/07/2012		J ⁽⁶⁾	1,186 A \$ 0	1,186	I	The Hoag Family Trust U/A Dtd 8/2/94 ⁽²⁾ ⁽⁷⁾

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Common Stock	03/07/2012	<u>J⁽⁸⁾</u>	116	A	\$ 0	116	I	Hamilton Investments Limited Partnership <u>(2) (9)</u>
Common Stock	03/07/2012	<u>J⁽¹⁰⁾</u>	794	A	\$ 0	794	I	Hamilton Investments II, Limited Partnership <u>(2) (11)</u>
Common Stock	03/07/2012	<u>J⁽¹²⁾</u>	411	A	\$ 0	411	I	The Kimball Family Trust Uta dated 2/23/94 <u>(2) (13)</u>
Common Stock	03/07/2012	S	411	D	\$ 25.1	0	I	The Kimball Family Trust Uta dated 2/23/94 <u>(2) (13)</u>
Common Stock	03/07/2012	<u>J⁽¹⁴⁾</u>	1,095	A	\$ 0	1,095	I	Kukio Investors Limited Partnership <u>(2) (15)</u>
Common Stock	03/07/2012	S	1,095	D	\$ 25.1	0	I	Kukio Investors Limited Partnership <u>(2) (15)</u>
Common Stock	03/07/2012	<u>J⁽¹⁶⁾</u>	933	A	\$ 0	933	I	The Drew Family Trust dated 10/5/2004 <u>(2) (17)</u>
Common Stock	03/07/2012	S	933	D	\$ 25.07	0	I	The Drew Family Trust dated 10/5/2004 <u>(2) (17)</u>
Common Stock	03/07/2012	<u>J⁽¹⁸⁾</u>	356	A	\$ 0	356	I	Ten 271 Partners B <u>(2) (19)</u>
Common Stock	03/07/2012	S	356	D	\$ 25.11	0	I	Ten 271 Partners B <u>(2) (19)</u>

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Common Stock	03/07/2012		J ⁽²⁰⁾	1,289	A	\$ 0	1,289	I	Reynolds Family Trust (2) (21)
Common Stock	03/07/2012		J ⁽²²⁾	1,112	A	\$ 0	1,112	I	Robert W. Trudeau (2)
Common Stock	03/07/2012		S	1,112	D	\$ 25.05	0	I	Robert W. Trudeau (2)

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 (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
TCV VI L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
TCV Member Fund, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
Technology Crossover Management VI, L.L.C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(g) group

PALO ALTO, CA 94301

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C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

PALO ALTO, CA 94301

X

May be part of a 13(g) group

KIMBALL RICK

C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

PALO ALTO, CA 94301

X

May be part of a 13(g) group

DREW JOHN

C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

PALO ALTO, CA 94301

X

May be part of a 13(g) group

REYNOLDS JON Q JR

C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

PALO ALTO, CA 94301

X

May be part of a 13(g) group

Trudeau Robert

C/O TECHNOLOGY CROSSOVER VENTURES

528 RAMONA STREET

PALO ALTO, CA 94301

X

May be part of a 13(g) group

Signatures

Frederic D. Fenton Authorized signatory for TCV VI, L.P.

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for TCV Member Fund, L.P.

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for Technology Crossover Management VI, L.L.C.

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for Jay C. Hoag

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for Richard H. Kimball

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for John L. Drew

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr.

03/09/2012

__Signature of Reporting Person

Date

Frederic D. Fenton Authorized signatory for Robert W. Trudeau

03/09/2012

__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 TCV VI, L.P. ("TCV VI") to its partners, without consideration.
- This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VII, L.P., TCV VII(A), L.P., Technology Crossover Management VII, Ltd., Technology Crossover Management VII, L.P. and Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan on March 9, 2012.
- (2) Technology Crossover Management VII, Ltd., Technology Crossover Management VII, L.P. and Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan on March 9, 2012.
- These securities are directly held by TCV VI. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds and Robert W. Trudeau (collectively, the "TCM VI Members") are Class A Members of Technology Crossover Management VI, L.L.C. ("TCM VI") which is the sole general partner of TCV VI. Christopher P. Marshall, John C. Rosenberg, and David L. Yuan (the "Assignees") are Assignees of TCM VI. The TCM VI Members, TCM VI, and the Assignees may be deemed to beneficially own the securities held by TCV VI, but the TCM VI Members, TCM VI, and the Assignees disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (3) TCM VI. The TCM VI Members, TCM VI, and the Assignees may be deemed to beneficially own the securities held by TCV VI, but the TCM VI Members, TCM VI, and the Assignees disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (4) In kind pro-rata distribution from TCV Member Fund, L.P. ("Member Fund") to its partners, without consideration.
- These securities are directly held by Member Fund. TCM VI Members, together with Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan (collectively, the "Management VII Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII"), which is a general partner of Member Fund, and limited partners of Member Fund. The TCM VI Members are Class A Members of TCM VI, which is also a general partner of Member Fund. The Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI may be deemed to beneficially own certain of the securities held by Member Fund, but the Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (5) Fund. The TCM VI Members are Class A Members of TCM VI, which is also a general partner of Member Fund. The Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI may be deemed to beneficially own certain of the securities held by Member Fund, but the Management VII Class A Directors, Management VII, the TCM VI Members and TCM VI disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (6) Acquisition by The Hoag Family Trust U/A Dtd 8/2/94 pursuant to an in kind pro-rata distribution by Technology Crossover Management VII, L.P. ("TCM VII") and Member Fund to their partners, without consideration.
- Mr. Hoag is a trustee of The Hoag Family Trust U/A dated 8/2/94 and may be deemed to beneficially own certain securities held by The Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (8) Acquisition by Hamilton Investments Limited Partnership pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- Mr. Hoag is the sole general partner and a limited partner of Hamilton Investments Limited Partnership and may be deemed to beneficially own certain securities held by Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) beneficially own certain securities held by Hamilton Investments Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (10) Acquisition by Hamilton Investments II, Limited Partnership pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration.
- Mr. Hoag is the general partner of Hamilton Investments II, Limited Partnership and may be deemed to beneficially own certain securities held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (11) securities held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (12) Acquisition by The Kimball Family Trust Uta dated 2/23/94 pursuant to an in kind pro-rata distribution by Member Fund to its partners, without consideration.
- Mr. Kimball is a trustee of The Richard and Kathryn Kimball Family Trust Uta dated 2/23/94 and may be deemed to beneficially own certain securities held by The Richard and Kathryn Kimball Family Trust Uta dated 2/23/94. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (13) certain securities held by The Richard and Kathryn Kimball Family Trust Uta dated 2/23/94. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (14) Acquisition by Kukio Investors Limited Partnership pursuant to an in-kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration.
- Mr. Kimball is the general partner of Kukio Investors Limited Partnership and may be deemed to beneficially own certain securities held by Kukio Investors Limited Partnership. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (15) by Kukio Investors Limited Partnership. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (16) Acquisition by The Drew Family Trust pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration,
- (17) Mr. Drew is a trustee of The Drew Family Trust dated 10/5/2004 and may be deemed to beneficially own certain securities held by The Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary

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interest therein.

- (18) Acquisition by Ten 271 Partners B pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration,
- (19) Mr. Drew is the general partner of Ten 271 Partners B and may be deemed to beneficially own certain securities held by Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (20) Acquisition by Reynolds Family Trust pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration,
- (21) Mr. Reynolds is a trustee of Reynolds Family Trust and may be deemed to beneficially own certain securities held by Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (22) Acquisition by Robert W. Trudeau pursuant to an in kind pro-rata distribution by TCM VII and Member Fund to their partners, without consideration,

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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