

REDPOINT VENTURES I LP

Form 4/A

December 18, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Redpoint Ventures II, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Owner

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
12/07/2012

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 | (A) or (D) | Price | | | |
| Common Stock | 12/05/2012 | | S | | 11,982 | D | \$ 20.67 (2) | 51,372 (1) | I | By Redpoint Technology Partners A-1, L.P. (5) |
| Common Stock | 12/05/2012 | | S | | 74,983 | D | \$ 20.67 (2) | 321,357 (1) | I | By Redpoint Technology Partners Q-1, L.P. (5) |
| Common Stock | 12/06/2012 | | S | | 7,174 | D | \$ 20.43 (3) | 44,198 (1) | I | By Redpoint Technology Partners A-1, L.P. (5) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|--------------------|-------------|---|---|
| Common Stock | 12/06/2012 | S | 44,893 | D | \$ 20.43 (3) | 276,464 (1) | I | By Redpoint Technology Partners Q-1, L.P. (5) |
| Common Stock | 12/07/2012 | S | 3,858 | D | \$ 20.08 (4) | 40,340 (1) | I | By Redpoint Technology Partners A-1, L.P. (5) |
| Common Stock | 12/07/2012 | S | 24,147 | D | \$ 20.08 (4) | 252,317 (1) | I | By Redpoint Technology Partners Q-1, L.P. (5) |

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 |
| Redpoint Ventures II, L.P. 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | | | Former 10% Owner |
| Redpoint Associates II, LLC 3000 SAND HILL ROAD | | | | Former 10% Owner |

BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Redpoint Ventures II, LLC
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT VENTURES I LP
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT ASSOCIATES I LLC
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT TECHNOLOGY PARTNERS A 1 LP
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

REDPOINT TECHNOLOGY PARTNERS Q 1 LP
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

Redpoint Ventures I, LLC
3000 SAND HILL ROAD
BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Former 10% Owner

Signatures

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC, which serves as the
General Partner of Redpoint Ventures II, L.P.

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, a Manager of Redpoint Associates II, LLC

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures II, LLC

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the
General Partner of Redpoint Ventures I, L.P.

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the
Manager of Redpoint Associates I, LLC

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the
General Partner of Redpoint Technology Partners A-I, L.P.

12/18/2012

__Signature of Reporting Person

Date

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/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC, which serves as the
General Partner of Redpoint Technology Partners Q-I, L.P.

12/18/2012

__Signature of Reporting Person

Date

/s/ Jeffrey D. Brody, Managing Director of Redpoint Ventures I, LLC

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 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.

(2) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$20.27 to \$21.00 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 \$20.28 to \$20.98 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 \$20.00 to \$20.35 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) Redpoint Ventures I, LLC ("RV I LLC") 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, RV I LLC has sole voting and investment control over the shares owned by RTP A and RTP Q, and may be deemed to beneficially own the shares held by RTP A and RTP Q. RV I LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its 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.

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