

HOMEAWAY INC  
Form 8-K  
November 10, 2015

**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)**

**November 4, 2015**

**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.**

***Approval of Accelerated Vesting to Brian Sharples Equity Awards***

On November 4, 2015, the Compensation Committee of the Board of Directors of HomeAway, Inc. (the Company ) approved the full single-trigger accelerated vesting of all of the outstanding stock options, restricted stock units and restricted stock awards of the Company (the Equity Awards ) held by Brian H. Sharples, the President and Chief Executive Officer of the Company, effective immediately prior to the occurrence of the First Effective Time.

Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Agreement and Plan of Reorganization (the Merger Agreement ) entered into by and among the Company, Expedia, Inc., a Delaware corporation (Expedia ) and HMS 1 Inc., a Delaware corporation and a direct wholly owned subsidiary of Expedia. The Merger Agreement is filed as Exhibit 2.1 to the Company's Form 8-K filed November 4, 2015.

**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: November 10, 2015

By: /s/ Melissa Frugé  
Melissa Frugé

Senior Vice President, General Counsel and  
Secretary