

HOMEAWAY INC  
Form 8-K  
March 29, 2012

**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) March 27, 2012

**HomeAway, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-35215**  
(Commission

File Number)

**20-0970381**  
(IRS Employer

Identification No.)

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**1011 W. Fifth Street, Suite 300**

**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 March 27, 2012, the Compensation Committee (the Committee) of the Board of Directors of HomeAway, Inc. (the Company) approved changes effective April 1, 2012 to the base salaries for the Company's principal executive officer, principal financial officer and named executive officers as set forth in the chart below. We have also included Ross Buhrdorf, our Chief Technology Officer, who will be a named executive officer for 2011. The Committee also approved the grant of equity based incentives to the same executive officers 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 Committee also approved the 2012 Executive Officer 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.

| Officer        | Title   | Base Salary | Target Bonus <sup>(1)</sup> | Stock Options <sup>(2)</sup> | Restricted Stock Units <sup>(3)</sup> |
|----------------|---|-------------|-----------------------------|------------------------------|---------------------------------------|
| Brian Sharples | President, Chief Executive Officer and Chairman | 500,000     | 100%                        | 115,240                      | 0                                     |
| Lynn Atchison  | Chief Financial Officer                         | 318,700     | 60%                         | 56,844                       | 13,155                                |
| Brent Bellm    | Chief Operating Officer                         | 360,000     | 75%                         | 80,668                       | 18,669                                |
| Thomas Hale    | Chief Product Officer                           | 318,700     | 60%                         | 49,956                       | 11,561                                |
| Carl Shepherd  | Chief Strategy and Development Officer          | 318,700     | 60%                         | 52,848                       | 12,231                                |
| Ross Buhrdorf  | Chief Technology Officer                        | 285,000     | 60%                         | 59,792                       | 13,838                                |

- (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 date of grant. Six and one quarter percent (6.25%) of the shares subject to each stock option will vest on July 1, 2012, with the remainder vesting ratably over the next 36 months, subject to continued service through each vesting date.
- (3) Represents the right to receive one share of the Company's common stock per restricted stock unit. Six and one quarter percent (6.25%) of the restricted stock units will vest each quarter 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 2012 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: March 29, 2012

By: /s/ Lynn Atchison  
Lynn Atchison  
Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                            |
|--------------------|---|
| 10.1               | 2012 Executive Officer Performance Bonus Plan |