

HOMEAWAY INC  
Form SC14D9C  
November 04, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14D-9**

**(RULE 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**HOMEAWAY, INC.**

**(Name of Subject Company)**

**HOMEAWAY, INC.**

**(Name of Persons Filing Statement)**

**Common Stock, par value \$0.0001 per share**

**(Title of Class of Securities)**

**43739Q100**

(CUSIP Number of Class of Securities)

**Brian H. Sharples**

**President and Chief Executive Officer**

**HomeAway, Inc.**

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

**Austin, Texas 78703**

**(512) 684-1100**

**(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)**

*With copies to:*

**Paul R. Tobias, Esq.**

**Robert T. Ishii, Esq.**

**Joseph M. Alcorta, Esq.**

**Wilson Sonsini Goodrich & Rosati,**

**Professional Corporation**

**900 South Capital of Texas Hwy**

**Las Cimas IV, Fifth Floor**

**Austin, TX 78746-5546**

**(512) 338-5400**

- x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



On November 4, 2015, HomeAway, Inc. ( HomeAway ) and Expedia, Inc., a Delaware corporation ( Expedia ), issued a joint press release announcing the execution of an Agreement and Plan of Reorganization (the Merger Agreement ), dated as of November 4, 2015, by and among HomeAway, Expedia and HMS 1 Inc., a Delaware corporation and a direct wholly owned subsidiary of Expedia ( Purchaser ). Pursuant to the Merger Agreement, Purchaser will commence an exchange offer (the Offer ) to purchase any and all of the outstanding shares of HomeAway common stock. Following consummation of the Offer, on the terms and subject to the conditions set forth in the Merger Agreement, (i) Purchaser will be merged with and into HomeAway (the First Merger ), with HomeAway surviving the First Merger and (ii) immediately following the First Merger, HomeAway will be merged with and into Expedia (the Second Merger and together with the First Merger, the Mergers ), with Expedia surviving the Second Merger.

This Schedule 14D-9 filing consists of the following documents related to the proposed Offer and Mergers:

- 1) Joint Press Release of HomeAway, Inc. and Expedia, Inc., dated November 4, 2015 (Exhibit 99.1);
- 2) Employee, customer and management Q&A, first used on November 4, 2015 (Exhibit 99.2);
- 3) Email sent to HomeAway employees, first used on November 4, 2015 (Exhibit 99.3);
- 4) Email sent to HomeAway customers, first used on November 4, 2015 (Exhibit 99.4); and
- 5) Email sent to HomeAway employees regarding communications, first used on November 4, 2015 (Exhibit 99.5).

The information set forth under Item 9.01 of the Current Report on Form 8-K filed by HomeAway on November 4, 2015 (including all exhibits attached thereto) is incorporated herein by reference.

#### **Additional Information and Where to Find It**

The exchange offer referenced in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for any offer materials that Expedia, Inc. ( Expedia ) and its acquisition subsidiary will file with the U.S. Securities and Exchange Commission ( SEC ). At the time the exchange offer is commenced, Expedia and its acquisition subsidiary will file a tender offer statement on Schedule TO, Expedia will file a registration statement on Form S-4, and HomeAway will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the exchange offer. **THE EXCHANGE OFFER MATERIALS (INCLUDING AN OFFER TO EXCHANGE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER EXCHANGE OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION. HOMEAWAY STOCKHOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF HOMEAWAY SECURITIES SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING EXCHANGING THEIR SECURITIES.** The Offer to Exchange, the related Letter of Transmittal and certain other exchange offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of HomeAway stock at no expense to them. The exchange offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at [www.sec.gov](http://www.sec.gov). Additional copies may be obtained for free by contacting Expedia's Investor Relations department at (425) 679-3759.

In addition to the Offer to Exchange, the related Letter of Transmittal and certain other exchange offer documents, as well as the Solicitation/Recommendation Statement, Expedia and HomeAway file annual, quarterly and current reports and other information with the SEC. You may read and copy any reports or other information filed by Expedia and HomeAway at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC

at 1-800-SEC-0330 for further information on the public reference room. Expedia and HomeAway's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

### **Forward Looking Statements**

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally can be identified by phrases such as will, expects, anticipates, foresees, forecasts, estimates or other words or phrases of similar import. Similarly, statements herein that describe the proposed transaction, including its financial and operational impact, and other statements of management's beliefs, intentions or goals also are forward-looking statements. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition of the combined companies or the price of Expedia or HomeAway stock. These forward-looking statements involve certain risks and uncertainties, many of which are beyond the parties' control, that could cause actual results to differ materially from those indicated in such forward-looking statements, including but not limited to the ability of the parties to consummate the proposed transaction on a timely basis or at all and the satisfaction of the conditions precedent to consummation of the proposed transaction, including majority of HomeAway's shares being validly tendered into the exchange offer, the ability to secure regulatory approvals on the terms expected, at all or in a timely manner; the ability of Expedia to successfully integrate HomeAway's operations; the ability of Expedia to implement its plans, forecasts and other expectations with respect to HomeAway's business after the completion of the transaction and realize expected synergies; business disruption following the merger; the proposed transaction may not be completed on the timeframe expected or at all; and the other risks and important factors contained and identified in Expedia's and HomeAway's filings with the Securities and Exchange Commission (the "SEC"), such as their respective Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K, any of which could cause actual results to differ materially from the forward-looking statements, the Tender Offer Statement on Schedule TO (including the offer to purchase, the letter of transmittal and other documents relating to the tender offer) to be filed by Expedia and its acquisition subsidiary, the registration statement on Form S-4 to be filed by Expedia, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by HomeAway. As a result of these and other risks, the proposed transaction may not be completed on the timeframe expected or at all. The forward-looking statements included in this press release are made only as of the date hereof. Neither Expedia nor HomeAway undertakes any obligation to update the forward-looking statements to reflect subsequent events or circumstances, except as required by law.

**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 99.1                  | Joint Press Release issued by HomeAway, Inc. and Expedia, Inc. dated November 4, 2015 |
| 99.2                  | Employee, customer and management Q&A   |
| 99.3                  | Email sent to HomeAway employees  |
| 99.4                  | Email sent to HomeAway customers  |
| 99.5                  | Email sent to HomeAway employees regarding communications                             |