

Realogy Holdings Corp.  
Form 8-K  
April 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): April 15, 2013 (April 11, 2013)

**Realogy Holdings Corp.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**001-35674**  
(Commission

File Number)

**20-8050955**  
(IRS Employer

Identification No.)

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**One Campus Drive**  
**Parsippany, NJ**  
(Address of Principal Executive Offices)

**07054**  
(Zip Code)

**(973) 407-2000**

(Registrant's telephone number, including area code)

**None**

(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 1.01. Entry into a Material Definitive Agreement.**

On April 11, 2013, Realogy Holdings Corp. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the several underwriters named in Schedule A thereto (collectively, the Underwriters), and the selling stockholders named in Schedule B thereto (collectively, the Selling Stockholders), relating to the public offering of 35,000,000 shares of the Company's common stock, par value \$0.01 per share, by the Selling Stockholders at a public offering price of \$44.00 per share. The Underwriters have exercised their option to purchase an additional 5,250,000 shares of the Company's common stock.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company and the Selling Stockholders. It also provides for customary indemnification by each of the Company, the Selling Stockholders and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities. The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

The Company will not receive any proceeds from the sale of shares by the Selling Stockholders. The Company will pay the expenses, other than underwriting discounts and commissions, associated with the sale of shares by the selling stockholders. The offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (File No. 333-187816) filed with the Securities and Exchange Commission on April 9, 2013, and the related prospectus supplement and accompanying prospectus. The offering is expected to close on or about April 16, 2013, subject to customary closing conditions.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of April 11, 2013, by and among the Company, Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed in Schedule A thereto, and the selling stockholders named in Schedule B thereto.

**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.

REALOGY HOLDINGS CORP.

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Executive Vice President,

Chief Financial Officer and Treasurer

Date: April 15, 2013

**EXHIBIT INDEX**

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1.1	Underwriting Agreement, dated as of April 11, 2013, by and among the Company, Goldman, Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed in Schedule A thereto, and the selling stockholders named in Schedule B thereto.