

REALOGY HOLDINGS CORP.  
Form SC 13D/A  
July 25, 2013

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13D**  
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(a)**

(Amendment No. 2)

**REALOGY HOLDINGS CORP.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**75605Y106**

(CUSIP Number)

**John F. Hartigan, Esq.**

**Morgan, Lewis & Bockius LLP**

**300 S. Grand Avenue**

**Los Angeles, CA 90071**

**(213) 612-2500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**July 22, 2013**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |  |
|   | RCIV Holdings (Luxembourg) S.à r.l.   |  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> | <br>o<br>x   |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds<br>OO   |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)                               | <input type="radio"/>                                |
| 6   | Citizenship or Place of Organization<br>Luxembourg  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 shares of Common Stock                              |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*  | <input type="radio"/>                                |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0%  |  |
| 14  | Type of Reporting Person<br>OO  |  |

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
  
Apollo Investment Fund VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Delaware
- 7 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
0 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
0 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*
- 13 Percent of Class Represented by Amount in Row (11)  
0%
- 14 Type of Reporting Person  
PN

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
  
Domus Investment Holdings, LLC
- 2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Delaware
- 7 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
0 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
0 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*
- 13 Percent of Class Represented by Amount in Row (11)  
0%
- 14 Type of Reporting Person  
OO

CUSIP No. 75605Y106

13D

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|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Domus Co-Investment Holdings LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Advisors VI, L.P.  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *                 | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | PN  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Capital Management VI, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |



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CUSIP No. 75605Y106

13D

- |    |  |
|----|--|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br><br>Apollo Principal Holdings I, L.P.                               |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <span style="float: right;">o</span><br>(b) <span style="float: right;">x</span> |
| 3  | SEC Use Only   |
| 4  | Source of Funds<br>OO  |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <span style="float: right;">o</span>             |
| 6  | Citizenship or Place of Organization<br>Delaware   |
| 7  | Sole Voting Power  |
| 8  | Shared Voting Power<br>0 shares of Common Stock  |
| 9  | Sole Dispositive Power   |
| 10 | Shared Dispositive Power<br>0 shares of Common Stock   |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 shares of Common Stock   |

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With