

RE/MAX Holdings, Inc.
Form 4
October 09, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WESTON PRESIDIO V LP

(Last) (First) (Middle)

C/O WESTON PRESIDIO, ONE
FERRY BUILDING, SUITE 350

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RE/MAX Holdings, Inc. [RMAX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Units of RMCO, LLC	(1)	10/07/2013	J	(1)	3,750,000		(1)	(1)	Class A Common Stock of RE/MAX Holdings, Inc.	3,750,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESTON PRESIDIO V LP C/O WESTON PRESIDIO ONE FERRY BUILDING, SUITE 350 SAN FRANCISCO, CA 94111		X		
Weston Presidio Management V, LLC C/O WESTON PRESIDIO ONE FERRY BUILDING, SUITE 350 SAN FRANCISCO 94111		X		

Signatures

/s/ Therese A. Mrozek, COO
of LP 10/09/2013
**Signature of Reporting Person Date

/s/ Therese A. Mrozek, COO
of LLC 10/09/2013
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In connection with the RE/MAX Holdings, Inc. initial public offering and pursuant to the terms of the Fourth Amended and Restated RMCO, LLC Agreement, each common unit of RMCO, LLC was redeemed for, at RE/MAX Holdings, Inc.'s option, a cash payment equal to the price paid for one share of Class A common stock by the underwriters in the RE/MAX Holdings, Inc. initial public offering, less underwriting discounts.

(2) The general partner of Weston Presidio V, L.P. ("LP") is Weston Presidio Management V, LLC ("LLC"), which exercises voting control and investment power over such shares. LLC and its managing members, each of whom could be deemed to beneficially own the shares held by LP, disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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