

REALPAGE INC
Form 4
March 06, 2017

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 *
HILL W BRYAN

(Last) (First) (Middle)
2201 LAKESIDE BLVD.
(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REALPAGE INC [RP]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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)
			Code	V	Amount (D) or Price		
Common Stock	03/02/2017		A		36,135 <u>(1)</u>	A	\$ 0 244,277 D
Common Stock	03/02/2017		A		54,203 <u>(2)</u>	A	\$ 0 298,480 D

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

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(9-02)

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL W BRYAN 2201 LAKESIDE BLVD. RICHARDSON, TX 75082			EVP, CFO & Treasurer	

Signatures

/s/ W. Bryan
Hill 03/06/2017

__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) Restricted Stock Awarded to Reporting Person on 03/02/2017: One-twelfth of the shares shall vest each quarter, beginning on the first day of the second calendar quarter immediately following the vesting commencement date, for next twelve (12) consecutive calendar quarters.

(2) Restricted Stock with Market Based Vesting Awarded to Reporting Person on 03/02/2017: Prior to July 1, 2020, one-third (1/3) of the restricted shares shall become eligible to vest, if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds the threshold price of \$38.05, the target price of \$41.09 or the maximum price of \$45.66, respectively (collectively, the "Eligible Shares"). Eligible Shares shall vest in equal quarterly installments over the following year. All Eligible Shares shall be fully vested on July 1, 2020, or upon a Change in Control, or due to Death or Disability. Also, the remaining tranches of unvested shares shall be deemed to be Eligible Shares and shall fully vest immediately prior to a Change in Control that results in the per share value of Issuer's common stock equal to or in excess of values of each respective tranche.

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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