

APAX EXCELSIOR VI LP
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

RealPage, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

75606N109
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

Page 2 of 9 Pages
 CUSIP No. 75606N109

- 1) Name of Reporting Person
 Apax Excelsior VI, L.P.
 I.R.S. Identification
 No. of Above Person
 (Entities Only)
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware
- | | | | |
|---|----|--------------------------|-------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power | 6,841,064 * |
| | 6) | Shared Voting Power | -0- |
| | 7) | Sole Dispositive Power | 6,841,064 * |
| | 8) | Shared Dispositive Power | -0- |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 6,841,064 *
- 10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11) Percent of Class Represented by Amount in Row (9) 9.5% **
- 12) Type of Reporting Person PN

* As of December 31, 2011.

** Based on 71,817,310 shares of Common Stock outstanding as of October 31, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed with the Securities and Exchange Commission on November 8, 2011.

Page 3 of 9 Pages
CUSIP No. 75606N109

- 1) Name of Reporting Person
Apax Excelsior VI-A C.V.
I.R.S.
Identification
No. of Above Person
(Entities Only)
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Netherlands
- | | | | |
|---|----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power | 558,811* |
| | 6) | Shared Voting Power | -0- |
| | 7) | Sole Dispositive Power | 558,811 * |
| | 8) | Shared Dispositive Power | -0- |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 558,811 *
- 10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11) Percent of Class Represented by Amount in Row (9) 0.8% **
- 12) Type of Reporting Person PN

* As of December 31, 2011.

** Based on 71,817,310 shares of Common Stock outstanding as of October 31, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed with the Securities and Exchange Commission on November 8, 2011.

Page 4 of 9 Pages
 CUSIP No. 75606N109

- 1) Name of Reporting Person
 Apax Excelsior VI-B C.V.
 I.R.S.
 Identification No. of Above Person
 (Entities Only)
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Netherlands
- | | | | |
|---|----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power | 372,272 * |
| | 6) | Shared Voting Power | -0- |
| | 7) | Sole Dispositive Power | 372,272 * |
| | 8) | Shared Dispositive Power | -0- |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 372,272*
- 10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11) Percent of Class Represented by Amount in Row (9) 0.5% **
- 12) Type of Reporting Person PN

* As of December 31, 2011.

** Based on 71,817,310 shares of Common Stock outstanding as of October 31, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed with the Securities and Exchange Commission on November 8, 2011.

Page 5 of 9 Pages
 CUSIP No. 75606N109

- 1) Name of Reporting Person
 Patricia of Private Investment Club III, L.P.
 I.R.S.
 Identification
 No. of Above Person
 (Entities Only)
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware
- | | | | |
|---|----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power | 233,772 * |
| | 6) | Shared Voting Power | -0- |
| | 7) | Sole Dispositive Power | 233,772 * |
| | 8) | Shared Dispositive Power | -0- |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 233,772 *
- 10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11) Percent of Class Represented by Amount in Row (9) 0.3% **
- 12) Type of Reporting Person PN

* As of December 31, 2011.

** Based on 71,817,310 shares of Common Stock outstanding as of October 31, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed with the Securities and Exchange Commission on November 8, 2011.

Page 6 of 9 Pages
CUSIP No. 75606N109

- 1) Name of Reporting Person
Apax Managers, Inc.
I.R.S. Identification No. of Above Person
(Entities Only)
- 2) Check the Appropriate Box if a Member of a Group (a) (b)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware
- | | | | |
|---|----|--------------------------|-------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5) | Sole Voting Power | 8,005,919 * |
| | 6) | Shared Voting Power | -0- |
| | 7) | Sole Dispositive Power | 8,005,919 * |
| | 8) | Shared Dispositive Power | -0- |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 8,005,919 *
- 10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11) Percent of Class Represented by Amount in Row (9) 11.1% **
- 12) Type of Reporting Person PN

* Represents 6,841,064 shares held by Apax Excelsior VI, L.P., 558,811 shares held by Apax Excelsior VI-A C.V., 372,272 shares held by Apax Excelsior VI-B C.V. and 233,772 shares held by Patricof Private Investment Club III, L.P. as of December 31, 2011.

** Based on 71,817,310 shares of Common Stock outstanding as of October 31, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed with the Securities and Exchange Commission on November 8, 2011.

Page 7 of 9 Pages
CUSIP No. 75606N109

Amendment No. 1 to Schedule 13G

Reference is hereby made to the Statement on Schedule 13G filed by the Reporting Persons with the Securities and Exchange Commission on April 11, 2011 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended as follows:

Item 4. Ownership.

(a) through (c): The information requested in these paragraphs is set forth in Items 5 through 9 and 11 of the cover pages to this Amendment No. 1 to Schedule 13G, and is incorporated herein by reference thereto.

Page 8 of 9 Pages
CUSIP No. 75606N109

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2012

APAX EXCELSIOR VI, L.P.

By: Apax Excelsior VI Partners, L.P., its General Partner

By: Apax Managers, Inc., its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Director

APAX EXCELSIOR VI-A C.V.

By: Apax Excelsior VI Partners, L.P., its General Partner

By: Apax Managers, Inc., its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Director

APAX EXCELSIOR VI-B C.V.

By: Apax Excelsior VI Partners, L.P., its General Partner

By: Apax Managers, Inc., its General Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Director

Page 9 of 9 Pages
CUSIP No. 75606N109

PATRICOF PRIVATE INVESTMENT CLUB III, L.P.

By: Apax Excelsior VI Partners, L.P., its General
Partner

By: Apax Managers, Inc., its General
Partner

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Director

APAX MANAGERS, INC.

By: /s/ John F. Megrue
Name: John F. Megrue
Title: Director
