

REALOGY HOLDINGS CORP.

Form 8-K

November 14, 2014

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

WASHINGTON, D.C. 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): November 14, 2014 (November 14, 2014)**

**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.)

# Realogy Group LLC

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**333-148153**  
(Commission

File Number)  
**175 Park Avenue**

**Madison, NJ 07940**

(Address of Principal Executive Offices) (Zip Code)

**(973) 407-2000**

(Registrant's telephone number, including area code)

**None**

(Former Name or Former Address, if Changed Since Last Report)

**20-4381990**  
(IRS Employer

Identification No.)

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 (see General Instruction A.2. below):

- ..  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 8.01 Other Events.**

On November 14, 2014, Realogy Holdings Corp. (the Company), Realogy Group LLC (Realogy Group), a Delaware limited liability company and the Company's indirect, wholly-owned subsidiary, Realogy Co-Issuer Corp. (the Co-Issuer and, together with Realogy Group, the Issuers), a Florida corporation and the Company's indirect, wholly-owned subsidiary, and the subsidiary guarantors named therein entered into a Purchase Agreement (the Purchase Agreement) with the several initial purchasers named in Schedule A thereto, relating to the sale by the Issuers of \$300 million aggregate principal amount of the Issuers' 5.250% senior notes due 2021 at an issue price of 100% (the Notes).

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act) to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

The Notes will be guaranteed on an unsecured senior basis by each of Realogy Group's domestic subsidiaries (other than the Co-Issuer) that is a guarantor under its senior secured credit facility. The Notes will also be guaranteed by the Company on an unsecured senior subordinated basis. The Notes will be effectively subordinated to all of Realogy Group's existing and future senior secured debt, including its senior secured credit facility and its outstanding senior secured notes, to the extent of the value of the assets securing such debt. Subject to customary closing conditions, the sale of the Notes is expected to close on or about November 21, 2014.

The Purchase Agreement contains customary representations, warranties and agreements by the Issuers and the guarantors. In addition, the Issuers and the guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Issuers and the guarantors have agreed with the initial purchasers not to offer or sell any similar debt securities for a period of 60 days after the closing date without the prior written consent of the representative of the initial purchasers.

The Company intends to use the net proceeds from the offering of the Notes of approximately \$296 million, together with cash on hand, to redeem all of the Company's approximately \$332 million principal amount of outstanding 7.875% senior secured notes due 2019, and to pay the premiums, fees and expenses related thereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Exhibit</b>
99.1	Press Release issued November 14, 2014.

**SIGNATURE**

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 Group LLC

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Executive Vice President, Chief Financial Officer  
and Treasurer

Realogy Holdings Corp.

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Executive Vice President, Chief Financial Officer  
and Treasurer

Date: November 14, 2014

INDEX TO EXHIBITS

**Exhibit**

**Number**

**Exhibit**

99.1

Press Release issued November 14, 2014.