

RE/MAX Holdings, Inc.  
Form 4  
June 04, 2015

**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 \*  
Metzger David

(Last) (First) (Middle)  
5075 S. SYRACUSE ST.  
(Street)

DENVER, CO 80237

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/02/2015

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)  
COO and CFO

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 or Price		
Class A Common Stock	06/02/2015		M		50,872 A \$ 3.6	68,793 <sup>(1)</sup>	D
Class A Common Stock	06/02/2015		S		50,872 D \$ 34.35 <sup>(2)</sup>	17,921 <sup>(1)</sup>	D
Class A Common Stock	06/03/2015		M		12,000 A \$ 3.6	29,921 <sup>(1)</sup>	D
Class A Common	06/03/2015		S		12,000 D \$ 34.47	17,921 <sup>(1)</sup>	D

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Stock						(3)	
Class A							
Common	06/04/2015		M	29,436	A	\$ 3.6	47,357 (1) D
Stock							
Class A						\$	
Common	06/04/2015		S	29,436	D	34.42	17,921 (1) D
Stock						(4)	

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

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.6	06/02/2015		M	50,872	10/01/2013 11/15/2022	Class A Common Stock 50,872
Stock Option (Right to Buy)	\$ 3.6	06/03/2015		M	12,000	10/01/2013 11/15/2022	Class A Common Stock 12,000
Stock Option (Right to Buy)	\$ 3.6	06/04/2015		M	29,436	10/01/2013 11/15/2022	Class A Common Stock 29,436

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metzger David			COO and CFO	

5075 S. SYRACUSE ST.  
DENVER, CO 80237

## Signatures

/s/ Mark Rohr as  
Attorney-in-Fact

06/04/2015

\_\_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).

Includes 15,897 unvested restricted stock units granted pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan which are  
(1) scheduled to vest as follows: (i) 7,576 in equal installments on December 1, 2015 and 2016 and (ii) 8,321 in equal installments on April 1, 2016, 2017 and 2018.

The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.27 to \$34.40.  
(2) The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.40 to \$34.63.  
(3) The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.32 to \$34.80.  
(4) The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

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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