

REALPAGE INC  
Form 8-K  
September 19, 2012

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

Washington, DC 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) September 14, 2012

**REALPAGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34846**  
(Commission  
File Number)

**75-2788861**  
(IRS Employer  
Identification No.)

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**4000 International Parkway**

**Carrollton, Texas 75007**

**(Address of principal executive offices, including zip code)**

**(972) 820-3000**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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 1.01 Entry into a Material Definitive Agreement.**

On September 14, 2012, RealPage, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Credit Suisse (USA) LLC (the Underwriter ) and entities associated with Apax Excelsior VI, L.P. (collectively, the Selling Stockholders ). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholders agreed to sell, and the Underwriter agreed to purchase, subject to and on the conditions set forth therein, an aggregate of 4,000,000 shares of the Company s common stock. The Selling Stockholders have also granted the Underwriter a 30-day option to purchase up to an additional 600,000 shares of the Company s common stock to cover over-allotments.

The offering is being made pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-183883), including the prospectus dated September 13, 2012 contained therein, as the same has been supplemented.

The Underwriting Agreement is filed as Exhibit 1.01 to this Current Report on Form 8-K and incorporated herein by reference. The above description is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No.	Description
1.01	Underwriting Agreement, dated September 14, 2012, by and among RealPage, Inc., the Selling Stockholders and Credit Suisse Securities (USA) LLC

**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.

**REALPAGE, INC.**

By: /s/ Margot Leberberg Carter  
Margot Leberberg Carter

*Executive Vice President and Chief Legal Officer*

Date: September 19, 2012

**EXHIBIT INDEX**

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