REALPAGE INC Form 4 August 11, 2014

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Adda WINN STEPH	•	ng Person *	2. Issuer Name and Ticker or Trading Symbol REALPAGE INC [RP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction	(====== an approcuote)			
4000 INTERNATIONAL PARKWAY			(Month/Day/Year) 08/07/2014	X DirectorX 10% OwnerX Officer (give title Other (specify below) Chairman President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CARROLLTON, TX 75007			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip) Table	e I - Non-D	Derivative Se	curiti	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed c	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/07/2014		A A	200,000 (1)	A	\$ 0	4,569,811	D	
Common Stock							20,102,746	I	By Seren Capital Ltd. (2)
Common Stock							32,072	I	By Seren Catalyst, L.P. (2)
Common Stock							888,503	I	By Melinda G. Winn

2010 QTIP Trust <u>(3)</u> By

Common Stock $246,964 \quad I = \begin{cases} Stephen T. \\ Winn \\ 1996 \\ Family \\ LPA \frac{(4)}{2} \end{cases}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	ction	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
coporating of the state of state of	Director	10% Owner	Officer	Other				
WINN STEPHEN T								
4000 INTERNATIONAL PARKWAY	X	X	Chairman President & CEO					

Signatures

Reporting Person

CARROLLTON, TX 75007

/s/ Stephen T.
Winn

**Signature of Date

Reporting Owners 2

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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).
 - Restricted Stock with Performance Based Vesting awarded to Reporting Person on 08/07/2014 100,000 shares of the Restricted Stock shall become eligible to vest if prior to July 1, 2017, upon Issuer's common stock achieving an average closing price of \$25.00 per share
- for 20 consecutive trading days and 100,000 shares of the Restricted Stock shall become eligible to vest (collectively, the "Eligible Shares") if prior to July 1, 2017, upon Issuer's common stock achieving an average closing price of \$30.00 per share for 20 consecutive trading days. Eligible Shares shall vest in equal quarterly installments over the following year; provided however, that all Eligible Shares shall be fully vested on July 1, 2017, or upon a Change in Control, Death or Disability.
- The reporting person is the sole manager and president of Seren Capital Management, L.L.C., which is the general partner of the partnership that directly owns the reported securities. The reporting person disclaims beneficial ownership of the securities reported except to the extent of his pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.
- These securities are held in trust for the benefit of the reporting person's spouse. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The reporting person is the manager of Stephen T. Winn Management, LLC, which is the general partner of the partnership that directly owns the reported securities. The reporting person disclaims beneficial ownership of the securities reported except to the extent of his pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.