

REALPAGE INC
Form 3
March 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Blount Andrew		(Month/Day/Year)	REALPAGE INC [RP]	
(Last)	(First)	(Middle)	03/03/2017	
2201 LAKESIDE BOULEVARD		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
RICHARDSON, Â TX Â 75082		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Consumer Solutions		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
6. Individual or Joint/Group Filing(Check Applicable Line)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	215,749 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D	Â
Common Stock	1,000	I	Shares are held by Reporting Person's daughter.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Employee Stock Option (Right to Buy)	01/01/2016 ⁽⁵⁾	12/10/2025	Common Stock	75,000	\$ 23.1	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blount Andrew 2201 LAKESIDE BOULEVARD RICHARDSON, TX 75082	Â	Â	Â EVP, Consumer Solutions	Â

Signatures

/s/ Andrew Blount 03/06/2017
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes 39,585 shares of unvested Restricted Stock that are subject to vesting requirements, whereby 14,585 shares shall vest equally on the first day of each calendar quarter for the next seven (7) consecutive quarters beginning on April 1 and 25,000 shares shall vest equally on the first day of each calendar quarter for the next ten (10) consecutive calendar quarters beginning on April 1.
- (2) Includes 87,500 shares of unvested Restricted Stock with Market Based Vesting that will become eligible shares ("Eligible Shares") to vest if the Issuer's average closing price ("Average Closing Price") for 20 consecutive trade days equals or exceeds the required price per share. 12,500 shares are Eligible Shares that shall vest equally on April 1 and July 1 and 25,000 shares are Eligible Shares that shall vest equally over the next four consecutive quarters beginning on April 1. Before 07/01/18, 25,000 shares will be eligible to vest if for 20 consecutive trade days the Issuer's Average Closing Price equals or exceeds \$35.00. Before 01/01/2019, 25,000 shares will be eligible to vest if for 20 consecutive trade days the Issuer's Average Closing Price equals or exceeds \$40.00. Eligible Shares shall vest equally over the next 4 quarters and fully vest on 07/01/2017, 01/01/2018, 07/01/18 or 01/01/2019 pursuant to the respective tranches and terms of the award agreement.
- (3) Includes 29,565 shares of unvested Restricted Stock awarded to Reporting Person on 03/02/2017: One-twelfth of the shares shall vest each quarter, beginning on the first day of the second calendar quarter immediately following the vesting commencement date, for next twelve (12) consecutive calendar quarters.
- (4) Includes 44,348 shares of unvested Restricted Stock with Market Based Vesting Awarded to Reporting Person on 03/02/2017: Prior to July 1, 2020, one-third (1/3) of the restricted shares shall become eligible to vest, if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds the threshold price of \$38.05, the target price of \$41.09, or the maximum price of \$45.66, respectively (collectively, the "Eligible Shares"). Eligible Shares shall vest in equal quarterly installments over the following year. All Eligible Shares shall be fully vested on July 1, 2020, or upon a Change in Control, or due to Death or Disability. Also, the remaining tranches of unvested shares shall be deemed to be Eligible Shares and shall fully vest immediately prior to a Change in Control that results in the per share value of Issuer's common stock equal to or in excess of values of each respective tranche.
- (5) One-twelfth (1/12) of the shares subject to the option vest and become exercisable on the first day of each calendar quarter for twelve (12) consecutive quarters beginning on January 1, 2016.

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.