

REALOGY HOLDINGS CORP.  
Form 4  
October 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Zipf Bruce

2. Issuer Name and Ticker or Trading Symbol  
REALOGY HOLDINGS CORP.  
[RLGY]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/10/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres/CEO, NRT LLC

C/O REALOGY HOLDINGS  
CORP., 175 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MADISON, NJ 07940

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$0.01 par value	10/10/2015		F	D	2,905 (1)	\$ 38.94	49,561	D

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)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zipf Bruce C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940			Pres/CEO, NRT LLC	

**Signatures**

/s/ Seth I. Truwit, as attorney-in-fact for Bruce Zipf  
 Zipf  
 10/13/2015

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).
- (1) Shares forfeited to satisfy tax withholding obligation upon vesting of restricted stock award.

**Remarks:**

Exhibit 24.1 - Power of Attorney of Bruce Zipf.\* \*Previously filed.

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. " CELLSPACING="0" WIDTH="100%">4.

**CITIZENSHIP OR PLACE OF ORGANIZATION:** Kansas

**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

- |           |                                 |                        |
|-----------|---------------------------------|------------------------|
| <b>5.</b> | <b>SOLE VOTING POWER</b>        | 1,211,692 (See Item 4) |
| <b>6.</b> | <b>SHARED VOTING POWER</b>      | 0                      |
| <b>7.</b> | <b>SOLE DISPOSITIVE POWER</b>   | 1,211,692 (See Item 4) |
| <b>8.</b> | <b>SHARED DISPOSITIVE POWER</b> | 0                      |
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 1,211,692  
(See Item 4)
- 10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:** "
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 5.2
- 12. TYPE OF PERSON REPORTING:** IA

CUSIP No. 630077105 13G

**1. NAME OF REPORTING PERSON** (S.S. or I.R.S. Identification No. of Above Person)  
Waddell & Reed, Inc. Tax ID No. 43-1235675

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a) ..

(b) ..

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware  
**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

<b>5. SOLE VOTING POWER</b>	1,211,692 (See Item 4)
<b>6. SHARED VOTING POWER</b>	0
<b>7. SOLE DISPOSITIVE POWER</b>	1,211,692 (See Item 4)
<b>8. SHARED DISPOSITIVE POWER</b>	0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 1,211,692  
(See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:** ..

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 5.2

**12. TYPE OF PERSON REPORTING:** BD

CUSIP No. 630077105 13G

**1. NAME OF REPORTING PERSON** (S.S. or I.R.S. Identification No. of Above Person)  
Waddell & Reed Financial Services, Inc. Tax ID No. 43-1414157

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a) ..

(b) ..

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Missouri  
**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

<b>5. SOLE VOTING POWER</b>	1,211,692 (See Item 4)
<b>6. SHARED VOTING POWER</b>	0
<b>7. SOLE DISPOSITIVE POWER</b>	1,211,692 (See Item 4)
<b>8. SHARED DISPOSITIVE POWER</b>	0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 1,211,692  
(See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:** ..

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 5.2

**12. TYPE OF PERSON REPORTING:** HC

CUSIP No. 630077105 13G

**1. NAME OF REPORTING PERSON** (S.S. or I.R.S. Identification No. of Above Person)  
Waddell & Reed Financial, Inc. Tax ID No. 51-0261715

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:**

(a) ..

(b) ..

**3. SEC USE ONLY**

**4. CITIZENSHIP OR PLACE OF ORGANIZATION:** Delaware  
**NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:**

<b>5. SOLE VOTING POWER</b>	2,650,150 (See Item 4)
<b>6. SHARED VOTING POWER</b>	0
<b>7. SOLE DISPOSITIVE POWER</b>	2,650,150 (See Item 4)
<b>8. SHARED DISPOSITIVE POWER</b>	0

**9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:** 2,650,150  
(See Item 4)

**10. CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES:** ..

**11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:** 11.4

**12. TYPE OF PERSON REPORTING:** HC

Item 1(a): Name of Issuer: Nanometrics Incorporated

Item 1(b): Address of Issuer's Principal Executive Offices:

1550 Buckeye Drive

Milpitas, CA 95035

Item 2(a): Name of Person Filing:

- (i) Waddell & Reed Financial, Inc.
- (ii) Waddell & Reed Financial Services, Inc.
- (iii) Waddell & Reed, Inc.
- (iv) Waddell & Reed Investment Management Company
- (v) Ivy Investment Management Company

Item 2(b): Address of Principal Business Office:

(i)-(v): 6300 Lamar Avenue  
Overland Park, KS 66202

Item 2(c): Citizenship:

(i), (iii) and (v): Delaware

- (ii): Missouri
- (iv): Kansas

Item 2(d): Title of Class of Securities: Common Stock

Item 2(e): CUSIP Number: 630077105

Item 3: The reporting person is:

- (i) Waddell & Reed Financial, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (ii) Waddell & Reed Financial Services, Inc., a parent holding company in accordance with Reg. 240.13d-1(b)(1)(ii)(G);
- (iii) Waddell & Reed, Inc., a broker-dealer registered under section 15 of the Act (15 U.S.C. 78o); and
- (iv)

Explanation of Responses:

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- Waddell & Reed Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).
- (v) Ivy Investment Management Company, an investment advisor in accordance with Reg. 240.13d-1(b)(1)(ii)(E).

Item 4: Ownership

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised or sub-advised by Ivy Investment Management Company ( IICO ), an investment advisory subsidiary of Waddell & Reed Financial, Inc. ( WDR ) or Waddell & Reed Investment Management Company ( WRIMCO ), an investment advisory subsidiary of Waddell & Reed, Inc. ( WRI ). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ( WRFSI ). In turn, WRFSI is a subsidiary of WDR, a publicly traded company. The investment advisory contracts grant IICO and WRIMCO all investment and/or voting power over securities owned by such advisory clients. The investment sub-advisory contracts grant IICO and WRIMCO investment power over securities owned by such sub-advisory clients and, in most cases, voting power. Any investment restriction of a sub-advisory contract does not restrict investment discretion or power in a material manner. Therefore, IICO and/or WRIMCO may be deemed the beneficial owner of the securities covered by this statement under Rule 13d-3 of the Securities Exchange Act of 1934 (the 1934 Act ).

IICO, WRIMCO, WRI, WRFSI and WDR are of the view that they are not acting as a group for purposes of Section 13(d) under the 1934 Act. Indirect beneficial ownership is attributed to the respective parent companies solely because of the parent companies control relationship to WRIMCO and IICO.

(a) Amount beneficially owned: 2,650,150

(b) Percent of class: 11.4

(c) Number of shares as to which the person has:

(i) Sole voting power to vote or to direct the vote:

WDR: 2,650,150 (indirect)

WRFSI: 1,211,692 (indirect)

WRI: 1,211,692 (indirect)

WRIMCO: 1,211,692 (direct)

IICO: 1,438,458 (direct)

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

WDR: 2,650,150 (indirect)

WRFSI: 1,211,692 (indirect)

Explanation of Responses:

WRI: 1,211,692 (indirect)

WRIMCO: 1,211,692 (direct)

IICO: 1,438,458 (direct)

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: "

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

The clients of IICO and WRIMCO, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive dividends from, as well as the proceeds from the sale of, such securities. Ivy Science & Technology Fund, a company registered under the Investment Company Act of 1940, has an interest in more than 5% of the class of securities reported herein.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See Attached Exhibit 2.

Item 8: Identification and Classification of Members of the Group:

Not Applicable.

Item 9: Notice of Dissolution of Group:

Not Applicable.

Item 10: Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2014

Waddell & Reed Financial, Inc.

By: /s/ Kristen A. Richards  
Name: Kristen A. Richards  
Title: Attorney-In-Fact

Waddell & Reed Financial Services, Inc.

By: /s/ Kristen A. Richards  
Name: Kristen A. Richards  
Title: Attorney-In-Fact

Waddell & Reed, Inc.

By: /s/ Kristen A. Richards  
Name: Kristen A. Richards  
Title: Attorney-In-Fact

Waddell & Reed Investment Management Company

By: /s/ Kristen A. Richards  
Name: Kristen A. Richards  
Title: Attorney-In-Fact

Ivy Investment Management Company

By: /s/ Kristen A. Richards  
Name: Kristen A. Richards  
Title: Attorney-In-Fact

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement
2	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
3	Power of Attorney