

REALPAGE INC  
Form S-8  
February 28, 2012

As filed with the Securities and Exchange Commission on February 28, 2012

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*

*The Securities Act of 1933*

**RealPage, Inc.**  
(Exact name of Registrant as specified in its charter)

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

**75-2788861**  
(I.R.S. Employer  
Identification Number)

**4000 International Parkway**  
**Carrollton, Texas 75007**

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(Address of principal executive offices, including zip code)

**RealPage, Inc. 2010 Equity Incentive Plan**  
(Full title of the plan)

**Timothy J. Barker**

**RealPage, Inc.**

**4000 International Parkway**

**Carrollton, Texas 75007**

**(972) 820-3000**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount Registered (1) to be	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	
Common stock, \$0.001 par value per share: To be issued under the 2010 Equity Incentive Plan	3,999,653(2)	\$20.05 (3)	\$80,193,042.65	\$9,190.13
<b>TOTAL:</b>	<b>3,999,653</b>		<b>\$80,193,042.65</b>	<b>\$9,190.13</b>

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- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the RealPage, Inc. 2010 Equity Incentive Plan, as amended ( "2010 Plan" ), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Reflects additional shares reserved for issuance under the 2010 Plan which became issuable under the 2010 Plan pursuant to its terms.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for purposes of calculating the registration fee based upon the price of \$20.05 per share, which represents the average of the high and low price per share of the Registrant's common stock on February 22, 2012 as reported on the Nasdaq Global Select Market.

**REALPAGE, INC.**

**REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 registers additional shares of common stock of RealPage, Inc. (the Registrant) to be issued pursuant to the Registrant's 2010 Equity Incentive Plan, as amended. Accordingly, the contents of the previous Registration Statements on Form S-8 previously filed by the Registrant with the Securities and Exchange Commission (the Commission) on August 17, 2010 (File No. 333-168878) and March 2, 2011 (File No. 333-172573) are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents and information previously filed with the Commission, except to the extent of information which was furnished rather than filed by the Registrant, all such furnished information specifically not being incorporated by reference herein:

- (1) The Registrant's Annual Report on Form 10-K for its fiscal year ended December 31, 2011, filed with the Commission on February 24, 2012 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act);
- (2) All other reports filed with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (1) above; and
- (3) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-34846) filed with the Commission on August 9, 2010 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

See Index to Exhibits.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carrollton, State of Texas, on this 28<sup>th</sup> day of February, 2012.

REALPAGE, INC.

By: /s/ Stephen T. Winn  
 Stephen T. Winn  
 Chairman of the Board, Chief Executive Officer  
 and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Stephen T. Winn and Timothy J. Barker and each of them, as his true and lawful attorney in fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Stephen T. Winn	Chairman of the Board, Chief Executive Officer and Director	February 28, 2012
Stephen T. Winn	(Principal Executive Officer)	
/s/ Timothy J. Barker	Chief Financial Officer and Treasurer	February 28, 2012
Timothy J. Barker	(Principal Accounting and Financial Officer)	
/s/ Alfred R. Berkeley, III	Director	February 28, 2012
Alfred R. Berkeley, III		
/s/ Richard M. Berkeley	Director	February 28, 2012
Richard M. Berkeley		
/s/ Peter Gyenes	Director	February 28, 2012
Peter Gyenes		
/s/ Scott S. Ingraham	Director	February 28, 2012
Scott S. Ingraham		
/s/ Jeffrey T. Leeds	Director	February 28, 2012

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Jeffrey T. Leeds

/s/ Jason A. Wright

Director

February 28, 2012

Jason A. Wright

**INDEX TO EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1 <sup>(1)</sup>	Amended and Restated Certificate of Incorporation of the Registrant
4.2 <sup>(2)</sup>	Amended and Restated Bylaws of the Registrant
4.3 <sup>(3)</sup>	Specimen common stock certificate of Registrant
4.4 <sup>(4)</sup>	2010 Equity Incentive Plan
4.5 <sup>(5)</sup>	Amendment No. 1 to 2010 Equity Incentive Plan
4.5 <sup>(6)</sup>	Forms of award agreements under 2010 Equity Incentive Plan
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
24.1	Power of Attorney (contained on signature page hereto)

- (1) Incorporated by reference to Exhibit 3.2 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-166397) filed with the Commission on July 26, 2010.
- (2) Incorporated by reference to Exhibit 3.4 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-166397) filed with the Commission on July 26, 2010.
- (3) Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-166397) filed with the Commission on July 26, 2010.
- (4) Incorporated by reference to Exhibit 10.4 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-166397) filed with the Commission on July 26, 2010.
- (5) Incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 001-34846) filed with the Commission on February 24, 2011.
- (6) Incorporated by reference to Exhibits 4.6, 4.7, 4.8 and 4.9 to the Registrant's Registration Statement on Form S-8 (File No. 333-168878) filed with the Commission on August 17, 2010.