

REALPAGE INC  
Form 4  
March 05, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Rolley Daryl

(Last) (First) (Middle)  
4000 INTERNATIONAL PARKWAY  
(Street)

CARROLLTON, TX 75007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REALPAGE INC [RP]

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Customer Officer

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

**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)
			Code	V	Amount or (D) Price		
Common Stock	03/03/2015		A		60,000 <u>(1)</u>	A	\$ 0 60,000 D
Common Stock	03/03/2015		A		120,000 <u>(2)</u>	A	\$ 0 180,000 D

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

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(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 Security (Instr. 3 and 4)
Employee Stock Options (Right to Buy)	\$ 19.76	03/03/2015		A	100,000 (3)	04/01/2015(3) 03/03/2025	Common Stock 100

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rolley Daryl 4000 INTERNATIONAL PARKWAY CARROLLTON, TX 75007			Chief Customer Officer	

**Signatures**

/s/ Daryl Rolley                      03/05/2015  
 \*\*Signature of                      Date  
 Reporting Person

**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) Restricted Stock with Time Based Vesting: 8.33% of the Shares shall vest each quarter, beginning on the first day of the calendar quarter immediately following the vesting commencement date, for twelve (12) consecutive calendar quarters.  
 Restricted Stock With Market Based Vesting: Before 07/01/17, 30,000 shares will be eligible to vest ("Eligible Shares"), if for 20 consecutive trade days the Issuer's average closing price per share of common stock ("Average Closing Price") equals or exceeds \$25.00 and 30,000 shares will be eligible to vest if for 20 consecutive trade days the Issuer's Average Closing Price equals or exceeds \$30.00.  
 Before 07/01/18, 30,000 shares will be eligible to vest if for 20 consecutive trade days the Issuer's Average Closing Price equals or exceeds \$35.00 and 30,000 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 or 07/01/18 pursuant to the respective tranches, or upon a Change in Control ("CIC"), or due to Death or Disability pursuant to the terms specified in the award agreement.
- (3) 8.33% of the shares subject to the option shall vest and become exercisable on the first day of each calendar quarter for twelve (12) consecutive quarters beginning on April 1, 2015.

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.