

REALPAGE INC  
Form S-8  
August 17, 2010

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**As filed with the Securities and Exchange Commission on August 17, 2010  
Registration No. 333-**

**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  
(Address of principal executive offices, including zip code)**

**RealPage, Inc. 2010 Equity Incentive Plan  
RealPage, Inc. Amended and Restated 1998 Stock 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       Smaller reporting company

(do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered <sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>

Common stock, \$0.001 par value per share:

To be issued under the 2010 Equity Incentive Plan	3,069,525 <sup>(2)</sup>	\$ 14.42 <sup>(4)</sup>	\$ 44,262,550.50	\$ 3,155.92
Outstanding under the Amended and Restated 1998 Stock Incentive Plan	9,549,300 <sup>(3)</sup>	\$ 5.10 <sup>(5)</sup>	\$ 48,701,430.00	\$ 3,472.42
Outstanding options granted to current and former directors	85,000	\$ 7.06 <sup>(6)</sup>	\$ 600,100.00	\$ 42.79
TOTAL:	12,703,825		\$ 93,564,080.50	\$ 6,671.13 <sup>(7)</sup>

(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 ( 2010 Plan ) and the RealPage, Inc. Amended and Restated 1998 Stock Incentive Plan ( 1998 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)

Shares of common stock reserved for issuance under the 2010 Plan consist of (a) 2,500,000 shares of common stock initially available for future grants under the 2010 Plan plus (b) 569,525 shares of common stock previously reserved but unissued under the 1998 Plan that are now available for issuance under the 2010 Plan. To the extent outstanding awards under the 1998 Plan are forfeited or lapse unexercised and would otherwise have been returned to the share reserve under the 1998 Plan, the shares of common stock subject to such awards instead will be available for future issuance under the 2010 Plan. See footnote 3 below.

- (3) Any such shares of common

stock that are subject to awards under the 1998 Plan which are forfeited or lapse unexercised and would otherwise have been returned to the share reserve under the 1998 Plan instead will be available for issuance under the 2010 Plan. See footnote 2 above.

- (4) Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for purposes of calculating the registration fee based upon the price of \$14.42 per share, which represents the average of the high and low price per share of the Registrant's common stock on August 12, 2010 as reported on the Nasdaq Global Select Market.
- (5) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee

on the basis of the weighted average exercise price of outstanding options under the 1998 Plan of \$5.10 per share.

(6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the weighted average exercise price of outstanding options granted to current and former directors of \$7.06 per share.

(7) Pursuant to Rule 457(p), the current registration fee of \$6,671.13 is offset by \$5,510.08 previously paid by the registrant with respect to unsold securities previously registered with the Securities and Exchange Commission on July 26, 2010 pursuant to the Registration Statement on Form S-1 (Registration No. 333-166397).



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**PART II**  
**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

RealPage, Inc. (the Registrant ) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission:

(1) The Registrant's Prospectus filed with the Commission on August 12, 2010, pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the Securities Act ), relating to the Registration Statement on Form S-1, as amended (File No. 333-166397), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed; and

(2) The description of the Registrant's Common Stock contained in the Company'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 Securities Exchange Act of 1934, as amended (the Exchange Act ), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

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**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the registrant's certificate of incorporation to be in effect upon the closing of this offering includes provisions that eliminate the personal liability of its directors for monetary damages for breach of their fiduciary duty as directors. To the extent Section 102(b)(7) is interpreted, or the Delaware General Corporation Law is amended, to allow similar protections for officers of a corporation, such provisions of the registrant's certificate of incorporation shall also extend to those persons.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the bylaws of the Registrant to be effective upon completion of this offering provide that:

The Registrant shall indemnify its directors and officers for serving the registrant in those capacities or for serving other business enterprises at the registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

The Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.

The Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.

The Registrant will not be obligated pursuant to the bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the Registrant's board of directors or brought to enforce a right to indemnification.

The rights conferred in the bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers, employees and agents and to obtain insurance to indemnify such persons.

The Registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees and agents.

The Registrant's policy is to enter into separate indemnification agreements with each of its directors and officers that provide the maximum indemnity allowed to directors and executive officers by Section 145 of the Delaware General Corporation Law and also provides for certain additional procedural protections. The Registrant's directors who are affiliated with venture capital firms also have certain rights to indemnification provided by their venture capital funds and the affiliates of those funds (the Fund Indemnitors). In the event that any claim is asserted against the Fund Indemnitors that arises solely from the status or conduct of these directors in their capacity as directors of the Registrant, the registrant has agreed to indemnify the Fund Indemnitors to the extent of any such claims. The Registrant also maintains directors and officers insurance to insure such persons against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its officers and directors may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

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**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1*	Specimen common stock certificate of Registrant (which is incorporated herein by reference to the Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-166397), as amended ( Registrant's Form S-1 )
4.2*	Amended and Restated 1998 Stock Incentive Plan and forms of agreements thereunder (which are incorporated herein by reference to Exhibits 10.2A, 10.2B, 10.2C, 10.2D, 10.2E, 10.2F, 10.2G, 10.2H, 10.8, 10.9, 10.10 and 10.52 to the Registrant's Form S-1)
4.3*	Form of Director's Nonqualified Stock Option Agreement (which is incorporated by reference to Exhibit 10.3 to the Registrant's Form S-1)
4.4*	Stand-Alone Stock Option Agreement between the Registrant and Peter Gyenes, dated February 25, 2010 (which is incorporated by reference to Exhibit 10.7 to the Registrant's Form S-1)
4.5*	2010 Equity Incentive Plan (which is incorporated herein by reference to Exhibit 10.4 to the Registrant's Form S-1)
4.6	Form of Stock Option Award Agreement
4.7	Form of Stock Option Award Agreement (California)
4.8	Form of Restricted Stock Award Agreement
4.9	Form of Restricted Stock Award Agreement (California)
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)

\* Incorporated by reference to exhibits filed with the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-166397), as declared

effective on  
August 11, 2010.

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

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*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 16<sup>th</sup> day of August, 2010.

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	August 16, 2010
Stephen T. Winn	(Principal Executive Officer)	
/s/ Timothy J. Barker	Chief Financial Officer and Treasurer	August 16, 2010
Timothy J. Barker	(Principal Accounting and Financial Officer)	
/s/ Alfred R. Berkeley, III		
Alfred R. Berkeley, III	Director	August 16, 2010
/s/ Richard M. Berkeley		
Richard M. Berkeley	Director	August 16, 2010
/s/ Peter Gyenes		
Peter Gyenes	Director	August 16, 2010

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/s/ Jeffrey T. Leeds

Jeffrey T. Leeds

Director

August 16, 2010

/s/ Jason A. Wright

Jason A. Wright

Director

August 16, 2010

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August 11, 2010.