

REALOGY HOLDINGS CORP.  
Form SC 13D/A  
July 25, 2013

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

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**SCHEDULE 13D**  
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(a)**

(Amendment No. 2)

**REALOGY HOLDINGS CORP.**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**75605Y106**

(CUSIP Number)

**John F. Hartigan, Esq.**

**Morgan, Lewis & Bockius LLP**

**300 S. Grand Avenue**

**Los Angeles, CA 90071**

**(213) 612-2500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**July 22, 2013**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |  |
|   | RCIV Holdings (Luxembourg) S.à r.l.   |  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> | <br>o<br>x   |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds<br>OO   |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)                               | <input type="radio"/>                                |
| 6   | Citizenship or Place of Organization<br>Luxembourg  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 shares of Common Stock                              |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*  | <input type="radio"/>                                |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0%  |  |
| 14  | Type of Reporting Person<br>OO  |  |

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
  
Apollo Investment Fund VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
- 6 Citizenship or Place of Organization  
Delaware
- 7 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
0 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
0 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*  o
- 13 Percent of Class Represented by Amount in Row (11)  
0%
- 14 Type of Reporting Person  
PN

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Domus Investment Holdings, LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Domus Co-Investment Holdings LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Advisors VI, L.P.  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares *                 | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | PN  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Capital Management VI, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |



CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Principal Holdings I, L.P.   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | PN  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Principal Holdings I GP, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

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|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | RCIV Holdings, L.P.   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Cayman Islands  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>0 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>0 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 shares of Common Stock                              |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
  
Apollo Management VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds  
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Delaware
- 7 Sole Voting Power
- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With
- 8 Shared Voting Power  
0 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
0 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares\*
- 13 Percent of Class Represented by Amount in Row (11)  
0%
- 14 Type of Reporting Person  
PN

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | AIF VI Management, LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a)   | o  |
|   | (b)   | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Management, L.P.   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | PN  |  |

CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Management GP, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. 75605Y106

13D

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Management Holdings, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>0 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>0 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0 shares of Common Stock                              |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0%  |
| 14  | Type of Reporting Person<br>PN  |



CUSIP No. 75605Y106

13D

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo Management Holdings GP, LLC  |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power                                    |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>0 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                               |
|   | 10  | Shared Dispositive Power<br>0 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 0 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | o  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 0%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

This Amendment No. 2 to Schedule 13D, which supplements and amends the Statement on Schedule 13D filed on October 19, 2012, as amended by Amendment No. 1 to Schedule 13D filed on April 18, 2013, is filed by (i) Apollo Investment Fund VI, L.P., a Delaware limited partnership ( AIF VI LP ), (ii) Domus Investment Holdings, LLC, a Delaware limited liability company ( Domus LLC ), (iii) Domus Co-Investment Holdings LLC, a Delaware limited liability company ( Domus Co-Invest LLC ), (iv) RCIV Holdings (Luxembourg) s.r.l., a limited company organized under the laws of Luxembourg ( RCIV Luxembourg ), (v) Apollo Advisors VI, L.P., a Delaware limited partnership ( Advisors VI ), (vi) Apollo Capital Management VI, LLC, a Delaware limited liability company ( ACM VI ), (vii) Apollo Principal Holdings I, L.P., a Delaware limited partnership ( Principal I ), (viii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company ( Principal I GP ), (ix) RCIV Holdings, L.P., a Cayman Islands exempted limited partnership ( RCIV LP ), (x) Apollo Management VI, L.P., a Delaware limited partnership ( Management VI ), (xi) AIF VI Management, LLC, a Delaware limited liability company ( AIF VI LLC ), (xii) Apollo Management, L.P., a Delaware limited partnership ( Apollo Management ), (xiii) Apollo Management GP, LLC, a Delaware limited liability company ( Management GP ), (xiv) Apollo Management Holdings, L.P., a Delaware limited partnership ( Management Holdings ) and (xv) Apollo Management Holdings GP, LLC, a Delaware limited liability company ( Management Holdings GP ). AIF VI LP, Domus LLC, Domus Co-Invest LLC, RCIV Luxembourg, Advisors VI, ACM VI, Principal I, Principal I GP, RCIV LP, Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings and Management Holdings GP are referred to herein collectively as the Reporting Persons .

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Statement on Schedule 13D filed on October 19, 2012, as amended.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

**Item 1. Security and Issuer**

Item 1 is hereby amended and supplemented as follows:

The principal executive offices of the Issuer are located at 175 Park Avenue, Madison, New Jersey 07940.

**Item 2. Identity and Background**

**Item 3. Source and Amount of Funds or Other Consideration**

**Item 4. Purpose of Transaction**

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and supplemented as follows:

On July 16, 2013, AIF VI LP, Domus LLC, Domus Co-Invest LLC and RCIV Luxembourg (collectively, the Apollo Funds ) sold an aggregate of 25,125,070 shares of Common Stock pursuant to an underwritten offering (the Offering ), as discussed in the Issuer s prospectus supplement dated July 16, 2013, supplementing the preliminary prospectus supplement (File No. 333-187816) filed with the Securities and Exchange Commission on July 16, 2013 and the Issuer s registration statement on Form S-3 (File No. 333-187816) filed with the Securities and Exchange Commission on April 9, 2013, and the underwriting agreement dated as of July 16, 2013 (the Underwriting Agreement ), among the Issuer, the Apollo Funds, and Goldman, Sachs & Co. and J.P. Morgan Securities LLC. Following the sales of

Common Stock by the Apollo Funds, the Apollo Funds no longer hold any shares of Common Stock of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the Issuer and the filing of this Amendment No. 2 to Schedule 13D shall not be construed as an admission that any such person is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See the information contained on the cover pages to this Amendment No. 2 to Schedule 13D which is incorporated herein by reference. The percentage of Common Stock reported as beneficially owned by each Reporting Person is based upon 145,738,746 shares of Common Stock outstanding as of April 29, 2013, as reported by the Issuer in the Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on May 1, 2013.

(b) See the information contained on the cover pages to this Amendment No. 2 to Schedule 13D which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Persons, except as described in this Amendment No. 2 to Schedule 13D.

(d) Not applicable.

(e) July 22, 2013.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended and supplemented as follows:

**Underwriting Agreement**

On July 16, 2013, the Issuer and the Apollo Funds entered into the Underwriting Agreement with Goldman, Sachs & Co. and J.P. Morgan Securities LLC (collectively, the Underwriters ), with respect to the sale by the Apollo Funds of an aggregate of 25,125,070 shares of the Common Stock of the Issuer. Closing of the sale occurred on July 22, 2013.

The summary of the Underwriting Agreement as described in this Item 6 does not purport to be complete and is qualified in its entirety by reference to such agreement, which is attached to this Amendment No. 2 to Schedule 13D as Exhibit 1, and is incorporated herein by this reference.

**Item 7. Material to Be Filed as Exhibits**

Exhibit 1: Underwriting Agreement, dated as of July 16, 2013, by and among the Apollo Funds, the Issuer, and Goldman, Sachs & Co. and J.P. Morgan Securities LLC (incorporated herein by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 22, 2013 (File No. 001-35674).

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: July 24, 2013

**APOLLO INVESTMENT FUND VI, L.P.**

By: Apollo Advisors VI, L.P.  
its general partner

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

**DOMUS INVESTMENT HOLDINGS, LLC**

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

**DOMUS CO-INVESTMENT HOLDINGS LLC**

By: Apollo Management VI, L.P.  
its managing member

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

RCIV HOLDINGS (LUXEMBOURG) S.À R.L.

By: RCIV Holdings, L.P.  
its sole shareholder

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

RCIV HOLDINGS, L.P.

By: Apollo Management VI, L.P.  
its manager

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President



APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President