

REALOGY HOLDINGS CORP.

Form 8-K

May 26, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 26, 2016

Realogy Holdings Corp.

(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-35674
(Commission
File Number)**

**20-8050955
(IRS Employer
Identification No.)**

Realogy Group LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-148153
(Commission
File Number)

20-4381990
(IRS Employer
Identification No.)

175 Park Avenue

Madison, NJ 07940

(Address of principal executive offices) (Zip Code)

(973) 407-2000

(Registrant's telephone number, including area code)

None

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On May 26, 2016, Realogy Holdings Corp., a Delaware corporation (the Company), Realogy Group LLC, a Delaware limited liability company and the Company's indirect, wholly-owned subsidiary (Realogy Group), Realogy Co-Issuer Corp., a Florida corporation and the Company's indirect, wholly-owned subsidiary (the Co-Issuer and, together with Realogy Group, the Issuers), and the subsidiary guarantors named therein entered into a Purchase Agreement (the Purchase Agreement) with the several initial purchasers named in Schedule A thereto, relating to the sale by the Issuers of \$500 million aggregate principal amount of the Issuers' 4.875% senior notes due 2023 at an issue price of 99.269% (the Notes).

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act) to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

The Notes will be guaranteed on an unsecured senior basis by each of Realogy Group's domestic subsidiaries (other than the Co-Issuer) that is a guarantor under its senior secured credit facilities and its outstanding senior notes. The Notes will also be guaranteed by the Company on an unsecured senior subordinated basis. The Notes will be effectively subordinated to all of Realogy Group's existing and future senior secured debt, including its senior secured credit facilities, to the extent of the value of the assets securing such debt. Subject to customary closing conditions, the sale of the Notes is expected to close on or about June 1, 2016.

The Purchase Agreement contains customary representations, warranties and agreements by the Issuers and the guarantors. In addition, the Issuers and the guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Issuers and the guarantors have agreed with the initial purchasers not to offer or sell any similar debt securities for a period of 60 days after the closing date without the prior written consent of the representative of the initial purchasers.

The Company intends to use a portion of the net proceeds from this offering to reduce outstanding borrowings under its revolving credit facility and the remaining proceeds for general corporate purposes, which may include additional debt transactions. The Company continues to evaluate a potential debt transaction in which the Company would extend the maturity date on its Term Loan B facility and reduce the outstanding principal amount under such facility. There can be no assurances that the Company will be able to complete any such transaction on acceptable terms or at all, and its ability to do so will depend upon numerous factors such as market conditions, many of which are outside the Company's control.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number	Exhibit
99.1	Press Release issued May 26, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REALOGY GROUP LLC

By: /s/ ANTHONY E. HULL
Anthony E. Hull, Executive Vice President,

Chief Financial Officer and Treasurer

REALOGY HOLDINGS CORP.

By: /s/ ANTHONY E. HULL
Anthony E. Hull, Executive Vice President,

Chief Financial Officer and Treasurer

Date: May 26, 2016

INDEX TO EXHIBITS

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