

REALOGY GROUP LLC  
Form 8-K  
January 23, 2017

---

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): January 23, 2017

---

Realogy Holdings Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware 001-35674 20-8050955  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

---

Realogy Group LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware 333-148153 20-4381990  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

---

175 Park  
Avenue  
Madison, NJ 07940  
(Address  
of  
Principal Executive  
Offices)

(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 1.01. Entry into a Material Definitive Agreement.

1. Fourth Amendment to Credit Agreement.

On January 23, 2017, Realogy Group LLC (the “Company”), an indirect, wholly-owned subsidiary of Realogy Holdings Corp., entered into a fourth amendment (the “Fourth Amendment”) to its Amended and Restated Credit Agreement, dated as of March 5, 2013 (as amended, amended and restated, modified or supplemented from time to time, the “Credit Agreement”) among Realogy Intermediate Holdings LLC, the Company, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other agents parties thereto.

The Fourth Amendment reprices the \$1.094 billion term loan issued under the Credit Agreement through a refinancing of the existing term loan with a new term loan (the “Repriced 2022 Term Loan”). The interest rate with respect to the Repriced 2022 Term Loan is based on, at the Company’s option, adjusted LIBOR plus 2.25% (with a floor of 0.75%) or ABR plus 1.25% (with an ABR floor of 1.75%). The maturity date for the Repriced 2022 Term Loan remains July 20, 2022, and all other material provisions under the Credit Agreement remain unchanged.

The descriptions of the provisions of the Fourth Amendment are qualified in their entirety by reference to the full and complete terms of the Fourth Amendment which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

2. Incremental Assumption Agreement under Credit Agreement.

On January 23, 2017, the Company entered into an Incremental Assumption Agreement to the Credit Agreement pursuant to which the Company increased the borrowing capacity under its revolving credit facility to \$1.050 billion from the existing \$815 million.

The description of the Incremental Assumption Agreement is qualified in its entirety by reference to the full and complete terms of the Incremental Assumption Agreement which is attached hereto as Exhibit 10.2 and is incorporated herein by reference.

\*\*\*

Certain of the lenders and their affiliates have engaged, and may in the future engage, in investment banking, commercial banking and other financial advisory and commercial dealings with the Company and its affiliates. They have received (or will receive) customary fees and commissions for these transactions.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Shore Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Fourth Amendment, dated as of January 23, 2017, to the Amended and Restated Credit Agreement, dated as of March 5, 2013, among Realogy Intermediate Holdings LLC, Realogy Group LLC, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other agents parties thereto.
10.2	Incremental Assumption Agreement, dated as of January 23, 2017, among Realogy Intermediate Holdings LLC, Realogy Group LLC, the financial institutions party thereto, and JPMorgan Chase Bank, N.A., as administrative agent.

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  
HOLDINGS CORP.

By: /s/ Anthony E. Hull  
Anthony E. Hull,  
Executive Vice  
President, Chief  
Financial Officer and  
Treasurer  
Date: January 23, 2017

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  
Date: January 23, 2017

---

EXHIBIT INDEX

Exhibit No. Exhibit

- |      |   |
|------|---|
| 10.1 | Fourth Amendment, dated as of January 23, 2017, to the Amended and Restated Credit Agreement, dated as of March 5, 2013, among Realogy Intermediate Holdings LLC, Realogy Group LLC, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, and the other agents parties thereto. |
| 10.2 | Incremental Assumption Agreement, dated as of January 23, 2017, among Realogy Intermediate Holdings LLC, Realogy Group LLC, the financial institutions party thereto, and JPMorgan Chase Bank, N.A., as administrative agent.   |