

REALPAGE INC  
Form 4  
May 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Monk David G

(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)  
05/08/2015

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)  
SVP, CLO and Secretary

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 (A) or (D) Price                                                                       |                                                          |                                   |
| Common Stock                    | 05/08/2015                           |                                                    | A                              |                                                                   | 1,975<br>(1) \$ 0 20,374                                                                      | D                                                        |                                   |
| Common Stock                    | 05/08/2015                           |                                                    | A                              |                                                                   | 8,455<br>(2) \$ 0 28,829                                                                      | D                                                        |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Options (Right to Buy)      | \$ 19.84                                               | 05/08/2015                           |                                                    | A                              | 8,400                                                                                   | 07/01/2015 <sup>(3)</sup> 05/08/2025                     | Common Stock                                                  | 8,400                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                        |       |
|--------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                | Other |
| Monk David G<br>4000 INTERNATIONAL PARKWAY<br>CARROLLTON, TX 75007 |               |           | SVP, CLO and Secretary |       |

## Signatures

/s/ David G. Monk  
Date: 05/12/2015

\*\*Signature of Reporting Person Date

## 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 awarded to Reporting Person on 05/08/2015 - 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: Prior to July 1, 2018, 4,227 shares shall become eligible to vest if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds \$30.00; an additional 4,228 shares shall also become eligible to vest if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds \$35.00 (collectively, the "Eligible Shares"). Eligible Shares shall vest in equal quarterly installments over the following year. All Eligible Shares shall be fully vested on July 1, 2018, or upon a Change in Control, or due to Death or Disability. Also, the remaining tranches of unvested shares shall be deemed to be Eligible Shares and shall fully vest immediately prior to a Change in Control that results in the per share value of Issuer's common stock equal to or in excess of values of each respective tranche.
- (3) 8.33% of the shares subject to the option vest and become exercisable on the first day of each calendar quarter for twelve (12) consecutive quarters beginning on July 1, 2015.

## Edgar Filing: REALPAGE INC - Form 4

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