CUNNINGHAM KATHLEEN J

Form 4 March 05, 2019

FORM 4

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

OMB Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

3235-0287

0.5

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

Estimated average **SECURITIES** burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CUNNINGHAM KATHLEEN J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			RE/MAX Holdings, Inc. [RMAX] (Check all applicable				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
5075 S. SYRA	ACUSE ST.		(Month/Day/Year) 03/01/2019	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DENVER, CO	0 80237		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(Stata)	(7in)					

(City)	(State) (Z	Table	I - Non-De	rivative Secur	rities Ac	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Date		3.	4. Securities		5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	nAcquired (A) Disposed of (1)		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(Illsu: 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and	1	Owned	Indirect (I)	Ownership	
		, ,		,		Following	(Instr. 4)	(Instr. 4)	
				(A))	Reported			
				or	,	Transaction(s) (Instr. 3 and 4)			
			Code V	Amount (D)) Price	(Ilisti. 3 and 4)			
Class A				2.540					

		Code	V	Amount	(D)	Price		
Class A Common Stock	03/01/2019	A		2,549 (1)	A	\$0	15,096 (2)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: CUNNINGHAM KATHLEEN J - Form 4

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CUNNINGHAM KATHLEEN J 5075 S. SYRACUSE ST. DENVER, CO 80237	X						

Signatures

/s/ Mark Rohr, as Attorney-in-Fact 03/05/2019

**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) Pursuant to the RE/MAX Holdings, Inc. Omnibus Incentive Plan, on March 1, 2019, the reporting person was granted restricted stock units ("RSUs") which vest on March 1, 2020.
- (2) Includes 2,549 unvested RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2