

APAX MANAGERS INC
Form 4
August 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
APAX MANAGERS INC

2. Issuer Name and Ticker or Trading Symbol
REALPAGE INC [RP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 LEXINGTON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/17/2010 | | C | 8,707,705 ⁽³⁾ | A <u>2</u> 11,850,435 | I | By Apex Excelsior VI, L.P. <u>(1)</u> |
| Common Stock | 08/17/2010 | | C | 949,444 | A <u>7</u> 12,799,879 | I | By Apex Excelsior VI, L.P. <u>(1)</u> |
| Common Stock | 08/17/2010 | | S | 1,965,350 | D \$ 11 10,834,529 | I | By Apex Excelsior VI, L.P. <u>(1)</u> |
| Common Stock | 08/17/2010 | | C | 711,290 ⁽⁴⁾ | A <u>2</u> 968,003 | I | By Apex Excelsior VI-A C.V. |

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| | | | | | | | | |
|--------------|------------|---|------------------------------|---|------------|-----------|---|--|
| Common Stock | 08/17/2010 | C | 77,555 | A | <u>(7)</u> | 1,045,558 | I | <u>(1)</u> By Apax Excelsior VI-A C.V. <u>(1)</u> |
| Common Stock | 08/17/2010 | S | 160,540 | D | \$ 11 | 885,018 | I | <u>(1)</u> By Apax Excelsior VI-A C.V. <u>(1)</u> |
| Common Stock | 08/17/2010 | C | <u>473,853</u> <u>(5)</u> | A | <u>(2)</u> | 644,872 | I | <u>(1)</u> By Apax Excelsior VI-B C.V. <u>(1)</u> |
| Common Stock | 08/17/2010 | C | 51,666 | A | <u>(7)</u> | 696,538 | I | <u>(1)</u> By Apax Excelsior VI-B C.V. <u>(1)</u> |
| Common Stock | 08/17/2010 | S | 106,950 | D | \$ 11 | 589,588 | I | <u>(1)</u> By Apax Excelsior VI-B C.V. <u>(1)</u> |
| Common Stock | 08/17/2010 | C | <u>297,559</u> <u>(6)</u> | A | <u>(2)</u> | 404,951 | I | <u>(1)</u> By Patricof Private Investment Club III, L.P. <u>(1)</u> |
| Common Stock | 08/17/2010 | C | 32,445 | A | <u>(7)</u> | 437,396 | I | <u>(1)</u> By Patricof Private Investment Club III, L.P. <u>(1)</u> |
| Common Stock | 08/17/2010 | S | 67,160 | D | \$ 11 | 370,236 | I | <u>(1)</u> By Patricof Private Investment Club III, L.P. <u>(1)</u> |

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

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (2) | 08/17/2010 | | C | 8,707,705 (3) | (2) | (2) | Common Stock | 8,707,705 (3) |
| Series A Convertible Preferred Stock | (2) | 08/17/2010 | | C | 711,290 (4) | (2) | (2) | Common Stock | 711,290 (4) |
| Series A Convertible Preferred Stock | (2) | 08/17/2010 | | C | 473,853 (5) | (2) | (2) | Common Stock | 473,853 (5) |
| Series A Convertible Preferred Stock | (2) | 08/17/2010 | | C | 297,559 (6) | (2) | (2) | Common Stock | 297,559 (6) |
| Series C Convertible Preferred Stock | (7) | 08/17/2010 | | C | 949,444 | (7) | (7) | Common Stock | 949,444 |
| Series C Convertible Preferred Stock | (7) | 08/17/2010 | | C | 77,555 | (7) | (7) | Common Stock | 77,555 |
| Series C Convertible Preferred Stock | (7) | 08/17/2010 | | C | 51,666 | (7) | (7) | Common Stock | 51,666 |
| Series C Convertible Preferred Stock | (7) | 08/17/2010 | | C | 32,445 | (7) | (7) | Common Stock | 32,445 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

APAX MANAGERS INC
601 LEXINGTON AVENUE X X
NEW YORK, NY 10022

Signatures

/s/ APAX MANAGERS, INC., By: John F. Megrue,
CEO

08/17/2010

__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) The reporting person is the general partner of the partnership that is the general partner of the partnership that directly owns the reported securities. The reporting person disclaims beneficial ownership of the securities reported except to the extent of his pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.

(2) The Series A Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Convertible Preferred Stock was automatically converted into Common Stock on a one-for-one basis upon the consummation of the Issuer's initial public offering. Additionally, 62.5% of the accrued and unpaid dividends on such shares were automatically converted into Common Stock upon consummation of the Issuer's initial public offering.

(3) Includes 162,705 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.

(4) Includes 13,290 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.

(5) Includes 8,853 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.

(6) Includes 5,559 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.

(7) The Series C Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series C Convertible Preferred Stock was automatically converted into Common Stock upon consummation of the Issuer's initial public offering.

Remarks:

The anticipated effective date of Issuer's initial public offering is August 11, 2010. Jason A. Wright has served on the Issuer's of directors pursuant to the reporting person's affiliates' contractual right to designate a director and is expected to continue to serve until his successor is appointed and qualified or until his earlier removal or resignation in accordance with the Issuer's certificate of incorporation and bylaws. Jason A. Wright is a partner of an affiliate of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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