

WINN STEPHEN T
Form 4
February 27, 2013

FORM 4

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

OMB APPROVAL

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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 *
WINN STEPHEN T

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)

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

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

4000 INTERNATIONAL PARKWAY

02/25/2013

Chairman and CEO

(Street)

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

CARROLLTON, TX 75007

(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 | 02/25/2013 | | A | 50,000 ⁽¹⁾ | \$ 0 | D | |
| Common Stock | 02/25/2013 | | A | 13,637 ⁽³⁾ | \$ 0 | D | |
| Common Stock | 02/26/2013 | | S | 510 ⁽⁴⁾ | \$ 21.35 ⁽⁵⁾ | D | |
| Common Stock | 02/27/2013 | | S | 510 ⁽⁴⁾ | \$ 21.59 ⁽⁶⁾ | D | |
| | 02/26/2013 | | S | 510 ⁽⁴⁾ | | D | I |

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| | | | | | | | | | |
|--------------|------------|---|----------------|---|---------------------------|------------|---|--|---|
| Common Stock | | | | | \$ 21.35 <u>(5)</u> | | | | By Seren Capital Ltd. <u>(7)</u> |
| Common Stock | 02/27/2013 | S | 510 <u>(4)</u> | D | \$ 21.59 <u>(6)</u> | 20,315,875 | I | | By Seren Capital Ltd. <u>(7)</u> |
| Common Stock | 02/26/2013 | S | 85 <u>(4)</u> | D | \$ 21.35 <u>(5)</u> | 53,984 | I | | By Seren Catalyst, L.P. <u>(7)</u> |
| Common Stock | 02/27/2013 | S | 85 <u>(4)</u> | D | \$ 21.59 <u>(6)</u> | 53,899 | I | | By Seren Catalyst, L.P. <u>(7)</u> |
| Common Stock | 02/26/2013 | S | 255 <u>(4)</u> | D | \$ 21.35 <u>(5)</u> | 989,453 | I | | By Melinda G. Winn 2010 QTIP Trust <u>(8)</u> |
| Common Stock | 02/27/2013 | S | 255 <u>(4)</u> | D | \$ 21.59 <u>(6)</u> | 989,198 | I | | By Melinda G. Winn 2010 QTIP Trust <u>(8)</u> |
| Common Stock | 02/26/2013 | S | 340 <u>(4)</u> | D | \$ 21.35 <u>(5)</u> | 381,564 | I | | By Stephen T. Winn 1996 Family LPA <u>(9)</u> |
| Common Stock | 02/27/2013 | S | 340 <u>(4)</u> | D | \$ 21.59 <u>(6)</u> | 381,224 | I | | By Stephen T. Winn 1996 Family LPA <u>(9)</u> |

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

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(9-02)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Employee Stock Option (Right to Buy) | \$ 21.6 | 02/25/2013 | | A | 100,000 | 04/01/2013 ⁽¹⁰⁾ | 02/25/2023 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WINN STEPHEN T 4000 INTERNATIONAL PARKWAY CARROLLTON, TX 75007 | X | X | Chairman and CEO | |

Signatures

/s/ Stephen T. Winn
02/27/2013

**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 02/25/2013 - 6.25% of the Shares shall vest each quarter, beginning on the first day of the calendar quarter immediately following the vesting commencement date, for sixteen (16) consecutive calendar quarters.
 - (2) In a Form 4 filed on 01/03/2013, Reporting Person overreported the number of shares surrendered for payment of taxes on 01/01/2013 by a de minimus number of shares. As a result, such shares were not reflected in the post-transaction amounts in column 5 of that and all subsequent Forms 4. Beneficially owned shares are hereby updated in column 5 on this Form 4 to include such previously-omitted shares.
 - (3) Restricted Stock awarded to Reporting Person on 02/25/2013 - 25% of the Shares shall vest on the first day of each quarter for four (4) quarters beginning on April 1, 2013.
 - (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2012.
 - (5) The price reported is a weighted average sale price. The sale prices ranged from \$21.12 to \$21.45. Reporting Person provided Issuer full information regarding the number of shares sold at each separate price. Issuer will provide, upon receipt of a request, a copy of this information to the SEC staff or a security holder of the issuer.
 - (6) The price reported is a weighted average sale price. The sale prices ranged from \$21.45 to \$21.72. Reporting Person provided Issuer full information regarding the number of shares sold at each separate price. Issuer will provide, upon receipt of a request, a copy of this information to the SEC staff or a security holder of the issuer.

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- (7) The reporting person is the sole manager and president of Seren Capital Management, L.L.C., which 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.
- (8) These securities are held in trust for the benefit of the reporting person's spouse. The reporting person is a trustee of the trust. The reporting person disclaims beneficial ownership of the reported securities and the inclusion of these securities in this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (9) The reporting person is the manager of Stephen T. Winn Management, LLC, which 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.
- (10) 5% of the shares subject to the option vest and become exercisable on the first day of each calendar quarter for 15 consecutive quarters beginning on April 1, 2013 and 25% of the shares subject to the option vest and become exercisable on the first day of the next following calendar quarter.

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.