

REALOGY HOLDINGS CORP.  
Form 8-K  
May 03, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 3, 2018 (May 2, 2018)

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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.)

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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.)

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175 Park Avenue

Madison, NJ 07940

(Address of principal executive offices) (Zip Code)

(973) 407-2000

(Registrant's telephone number, including area code)

None

(Former name or former address if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Item 2.02. Results of Operations and Financial Condition.

On May 3, 2018, the Registrants announced their financial results for the first quarter of 2018. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

- Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02. Compensatory Arrangements of Certain Officers.

At the 2018 Annual Meeting of Stockholders of Realogy Holdings Corp. ("Realogy Holdings" or the "Company") held on May 2, 2018 (the "2018 Annual Meeting"), the Company's stockholders, upon the recommendation of the Company's Board of Directors, approved the Realogy Holdings Corp. 2018 Long-Term Incentive Plan.

A summary of the 2018 Long-Term Incentive Plan was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2018 (the "2018 Proxy Statement") under the section captioned "Proposal 4. Approval of the 2018 Long-Term Incentive Plan" and is incorporated herein by reference. The summary of the 2018 Long-Term Incentive Plan contained in the 2018 Proxy Statement is qualified in its entirety by reference to the full text of the 2018 Long-Term Incentive Plan, which is filed as Exhibit 10.1 to this report.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2018 Annual Meeting, the following matters were submitted to a vote of stockholders of Realogy Holdings and the voting results were as follows:

1. Election of Directors: The eight nominees named in the 2018 Proxy Statement were elected to serve a one-year term expiring at the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified, based upon the following votes:

| Director Nominee       | Votes For   | Votes Against | Abstain | Broker Non-Votes |
|------------------------|-------------|---------------|---------|------------------|
| Fiona P. Dias          | 115,310,339 | 341,102       | 609,348 | 5,416,828        |
| Matthew J. Espe        | 115,544,592 | 91,271        | 624,926 | 5,416,828        |
| V. Ann Hailey          | 108,095,034 | 7,556,562     | 609,193 | 5,416,828        |
| Duncan L. Niederauer   | 115,504,539 | 104,367       | 651,883 | 5,416,828        |
| Ryan M. Schneider      | 115,591,351 | 61,776        | 607,662 | 5,416,828        |
| Sherry M. Smith        | 114,579,713 | 1,072,109     | 608,967 | 5,416,828        |
| Christopher S. Terrill | 115,590,494 | 60,944        | 609,351 | 5,416,828        |
| Michael J. Williams    | 115,473,476 | 177,912       | 609,401 | 5,416,828        |

2. Advisory Vote of the Compensation of our Named Executive Officers: The proposal to approve, on an advisory basis, the compensation of the named executive officers of Realogy Holdings, as described in the 2018 Proxy Statement, was approved by the following votes:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 73,668,238 | 41,960,135    | 632,416 | 5,416,828        |

3. Ratification of Appointment of Independent Registered Accounting Firm: The appointment of PricewaterhouseCoopers LLP to serve as the Realogy Holdings' independent registered accounting firm for fiscal year 2018 was ratified as follows:

| Votes For   | Votes Against | Abstain |
|-------------|---------------|---------|
| 120,647,998 | 405,972       | 623,647 |

4. Approval of the 2018 Long-Term Incentive Plan: The proposal to approve the Realogy Holdings Corp. 2018 Long-Term Incentive Plan, as described in the 2018 Proxy Statement, was approved by the following votes:

| Votes For  | Votes<br>Against | Abstain | Broker<br>Non-Votes |
|------------|------------------|---------|---------------------|
| 80,557,063 | 35,613,241       | 90,485  | 5,416,828           |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>No. | Description  |
|----------------|--|
| 10.1           | Realogy Holdings Corp. 2018 Long-Term Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-8 filed on May 2, 2018). |
| 99.1           | Press Release dated May 3, 2018.   |

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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: May 3, 2018

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: May 3, 2018

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EXHIBIT INDEX

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