Ritchie Brett A Form 4 June 05, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction 30(n) of the Investment C

1(b).

Class A

Stock Class A

Common

Common

06/01/2018

06/01/2018

(Print or Type Responses)

1. Name and A Ritchie Brett	Symbol	2. Issuer Name and Ticker or Trading Symbol RE/MAX Holdings, Inc. [RMAX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction		• •		
5075 S. SYF		(Month/Day/Year) 06/01/2018			Director 10% Owner _X_ Officer (give title Other (specify below) VP, Chief Accounting Officer			
	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
DENVER, C	Filed(Mon	Filed(Month/Day/Year)			Applicable Line) _X_ 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,						of, or Beneficia	lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V Amount

A

A

1,325

883 (3) A

(1)

Stock

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

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SEC 1474

(9-02)

Transaction(s)

(Instr. 3 and 4)

D

D

 $3,007^{(2)}$

 $3,890^{(4)}$

or

(D)

A

Price

\$0

\$0

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Lacicisabic	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ritchie Brett A VP, Chief 5075 S. SYRACUSE ST. Accounting DENVER, CO 80237 Officer

Signatures

/s/ Mark Rohr, as Attorney-in-Fact 06/05/2018

**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. 2013 Omnibus Incentive Plan, on June 1, 2018, the reporting person was granted restricted stock units ("RSUs") which vest in three equal annual installments beginning on March 1, 2019.
- (2) Includes 2,769 unvested RSUs.
 - Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on June 1, 2018, the reporting person was granted
- (3) performance-based RSUs which will vest, if at all, following the performance period of January 1, 2018 through December 31, 2020. The number set forth above is the target amount. The number of RSUs that vest will range from 0-150% of such amount.
- (4) Includes 3,652 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.

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