

REALPAGE INC
Form 4
March 01, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rolley Daryl

(Last) (First) (Middle)

4000 INTERNATIONAL
PARKWAY

(Street)

CARROLLTON, TX 75007

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

REALPAGE INC [RP]

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

02/26/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Customer Officer

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

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	02/26/2016		A	(A) or (D) Amount 46,200 (1)	\$ 0 220,371 (2)	D	
Common Stock	02/26/2016		A	(A) or (D) Amount 73,710 (3)	\$ 0 294,081	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rolley Daryl 4000 INTERNATIONAL PARKWAY CARROLLTON, TX 75007	Chief Customer Officer

Signatures

/s/ Daryl Rolley 03/01/2016
 **Signature of Date
 Reporting Person

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 02/26/2016: 8.33% of the Shares shall vest each quarter, beginning on the first day of the second calendar quarter immediately following the vesting commencement date, for next twelve (12) consecutive calendar quarters.
- In a Form 4 filed on 04/03/2015, Reporting Person overreported the number of shares surrendered for payment of taxes on 04/01/2015 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 with Market Based Vesting Awarded to Reporting Person on 02/26/2016: Prior to July 1, 2019, 36,855 shares shall become eligible to vest, if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds \$27.28; an additional 36,855 shares shall also become eligible to vest if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds \$32.15 (collectively, the "Eligible Shares"). Eligible Shares shall vest in equal quarterly installments over the following year. All Eligible Shares shall be fully vested on July 1, 2019, or upon a Change in Control, or due to Death or Disability. Also, the remaining tranches of unvested shares shall be deemed to be Eligible Shares and shall fully vest immediately prior to a Change in Control that results in the per share value of Issuer's common stock equal to or in excess of values of each respective tranche.

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.