

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WINN STEPHEN T**

(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  
☒ Officer (give title below) ☐ Other (specify  
below)

Chairman President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/26/2016                              |                                                             | A                                    | Amount<br>368,550<br>(1)                                                | A \$ 0 4,843,291                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 19,821,246                                                                                                         | I                                                                    | By Seren<br>Capital<br>Ltd. (2)                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 7,472                                                                                                              | I                                                                    | By Seren<br>Catalyst,<br>L.P. (2)                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 643,503                                                                                                            | I                                                                    | By<br>Melinda<br>G. Winn                                          |

|                 |         |   |                                                                                                              |
|-----------------|---------|---|--------------------------------------------------------------------------------------------------------------|
| Common<br>Stock | 174,964 | I | 2010<br>QTIP<br>Trust <sup>(3)</sup><br><br>By<br>Stephen T.<br>Winn<br>1996<br>Family<br>LPA <sup>(4)</sup> |
|-----------------|---------|---|--------------------------------------------------------------------------------------------------------------|

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

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

## Signatures

/s/ Stephen T.  
Winn

03/01/2016

\*\*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 with Market-Based Vesting: 184,275 shares of the Restricted Stock shall become eligible to vest if prior to July 1, 2019, upon Issuer's common stock achieving an average closing price of \$27.28 per share for 20 consecutive trading days and 184,275 shares of the Restricted Stock shall become eligible to vest (collectively, the "Eligible Shares") if prior to July 1, 2019, upon Issuer's common stock achieving an average closing price of \$32.15 per share for 20 consecutive trading days. Eligible Shares shall vest in equal quarterly installments over the following year; provided however, that all Eligible Shares shall be fully vested on July 1, 2019, or upon a Change in Control, Death or Disability.

(2) 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.

(3) 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.

(4) 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.

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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