

Blount Andrew
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Blount Andrew

(Last) (First) (Middle)

2201 LAKESIDE BOULEVARD

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REALPAGE INC [RP]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

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)
EVP, Chief Innovation Officer

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 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)
			Code	V	Amount or (D) Price		
Common Stock	03/02/2018		A		30,792 (1)	A	\$ 0 185,958 D
Common Stock	03/02/2018		A		15,395 (2)	A	\$ 0 201,353 D
Common Stock	03/02/2018		M		56,200	A	\$ 23.1 257,553 D
Common Stock	03/02/2018		S		56,200	D	\$ 51.25 201,353 (3) D
Common Stock	03/06/2018		M		50	A	\$ 23.1 201,403 D

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Common Stock 03/06/2018 S 50 D \$ 52.3 201,353 D

Common Stock 1,000 I Shares owned by Reporting Person's Daughter

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

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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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 23.1	03/02/2018		M	56,200	01/01/2016 ⁽⁴⁾ 12/10/2025	Common Stock	75,000	
Employee Stock Options (Right to Buy)	\$ 23.1	03/06/2018		M	50	01/01/2016 ⁽⁴⁾ 12/10/2025	Common Stock	18,800	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blount Andrew 2201 LAKESIDE BOULEVARD RICHARDSON, TX 75082			EVP, Chief Innovation Officer	

Signatures

/s/ David G. Monk, as Attorney In Fact on behalf of Andrew
Blount

03/06/2018

__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).

Restricted Stock with Market Based Vesting Awarded to Reporting Person on 03/02/2018: Prior to July 1, 2021, one-fourth (1/4) of the restricted 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 the threshold price of \$60.89, the target price of \$66.98, the exceed price of \$73.07 and the maximum price of \$85.24,

- (1) respectively (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, 2021, 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.

- (2) Restricted Stock Awarded to Reporting Person on 03/02/2018: One-twelfth 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.

- (3) The price reported is a weighted average sale price. The sale prices ranged from \$51.25 to \$51.35. 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.

- (4) One-twelfth of the shares subject to the option vest and become exercisable on the first day of each calendar quarter for twelve (12) consecutive quarters beginning on January 1, 2016.

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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