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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 14, 2014 (November 14, 2014)

Realogy Holdings Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35674
(Commission
File Number)

20-8050955
(IRS Employer
Identification No.)

Realogy Group LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-148153
(Commission
File Number)

20-4381990
(IRS Employer
Identification No.)

**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)

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 (see General Instruction A.2. below):

- ☐ 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))
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Item 8.01 Other Events.

On November 14, 2014, Realogy Holdings Corp. (the “Company”), Realogy Group LLC (“Realogy Group”), a Delaware limited liability company and the Company’s indirect, wholly-owned subsidiary, Realogy Co-Issuer Corp. (the “Co-Issuer” and, together with Realogy Group, the “Issuers”), a Florida corporation and the Company’s indirect, wholly-owned subsidiary, and the subsidiary guarantors named therein entered into a Purchase Agreement (the “Purchase Agreement”) with the several initial purchasers named in Schedule A thereto, relating to the sale by the Issuers of \$300 million aggregate principal amount of the Issuers’ 5.250% senior notes due 2021 at an issue price of 100% (the “Notes”).

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

The Notes will be guaranteed on an unsecured senior basis by each of Realogy Group’s domestic subsidiaries (other than the Co-Issuer) that is a guarantor under its senior secured credit facility. The Notes will also be guaranteed by the Company on an unsecured senior subordinated basis. The Notes will be effectively subordinated to all of Realogy Group’s existing and future senior secured debt, including its senior secured credit facility and its outstanding senior secured notes, to the extent of the value of the assets securing such debt. Subject to customary closing conditions, the sale of the Notes is expected to close on or about November 21, 2014.

The Purchase Agreement contains customary representations, warranties and agreements by the Issuers and the guarantors. In addition, the Issuers and the guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Issuers and the guarantors have agreed with the initial purchasers not to offer or sell any similar debt securities for a period of 60 days after the closing date without the prior written consent of the representative of the initial purchasers.

The Company intends to use the net proceeds from the offering of the Notes of approximately \$296 million, together with cash on hand, to redeem all of the Company’s approximately \$332 million principal amount of outstanding 7.875% senior secured notes due 2019, and to pay the premiums, fees and expenses related thereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	Press Release issued November 14, 2014.

SIGNATURE

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

Name: Anthony E. Hull

Title: Executive Vice President, Chief Financial Officer and
Treasurer

Realogy Holdings Corp.

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Executive Vice President, Chief Financial Officer and
Treasurer

Date: November 14, 2014

INDEX TO EXHIBITS

Exhibit
Number

Exhibit

99.1 Press Release issued November 14, 2014.



REALOGY ANNOUNCES PRICING OF ITS OFFERING OF SENIOR NOTES

MADISON, N.J. (November 14, 2014) — Realogy Holdings Corp. (NYSE: RLGY) (the “Company”) announced today that its indirect, wholly-owned subsidiary, Realogy Group LLC (“Realogy Group”), together with a co-issuer, priced \$300 million aggregate principal amount of 5.250% senior notes due 2021 (the “Notes”) in connection with their previously announced private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The closing of the offering is expected to occur on November 21, 2014, subject to customary closing conditions.

The Notes will be guaranteed on an unsecured senior basis by each of Realogy Group’s domestic subsidiaries (other than the co-issuer of the Notes) that is a guarantor under its senior secured credit facility and its outstanding securities. The Notes will also be guaranteed by the Company on an unsecured senior subordinated basis. The Notes will be effectively subordinated to all of Realogy Group’s existing and future senior secured debt, including its senior secured credit facility and its outstanding senior secured notes, to the extent of the value of the assets securing such debt.

The Company intends to use the net proceeds from the offering of the Notes of approximately \$296 million, together with cash on hand, to redeem all of the Company’s approximately \$332 million principal amount of outstanding 7.875% senior secured notes due 2019, and to pay the premiums, fees and expenses related thereto.

The Notes and the related guarantees will not be registered under the Securities Act or any state securities law and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. The Notes and the related guarantees will be offered in the United States only to qualified institutional buyers under Rule 144A of the Securities Act and outside the United States under Regulation S of the Securities Act.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, nor shall there be any sales of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.

About Realogy Holdings Corp.

Realogy Holdings Corp. (NYSE: RLGY) is a global leader in residential real estate franchising with company-owned real estate brokerage operations doing business under its franchise systems as well as relocation and title services. Realogy’s brands and business units include Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, The Corcoran Group®, ERA®, Sotheby’s International Realty®, ZipRealty®, NRT LLC, Cartus and Title Resource Group. Collectively, Realogy’s franchise system members operate approximately 13,400 offices with more than 250,000 independent sales associates doing business in 105 countries and territories worldwide. Realogy is headquartered in Madison, N.J.

Forward Looking Statements

Certain statements in this press release constitute “forward-looking statements” relating to the offering of the Notes and the anticipated use of net proceeds therefrom. Statements preceded by, followed by or that otherwise include the words “believes”, “expects”, “anticipates”, “intends”, “projects”, “estimates” and “plans” and similar expressions or future or conditional verbs such as “will”, “should”, “would”, “may” and “could” are generally forward-looking in nature and not historical facts. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements. These statements are subject to significant risks and uncertainties, including, without limitation, risks and uncertainties related to economic, market or business conditions and satisfaction of customary closing conditions related to the private offering. No assurance can be given that the offering of Notes discussed above will be consummated on the terms described or at all. Except for our ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless we are required to do so by law.

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