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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**REALOGY HOLDINGS CORP.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**175 Park Avenue**

**Madison, NJ**

*(Address of Principal Executive Offices)*

**20-8050955**

*(I.R.S. Employer Identification No.)*

**07940**

*(Zip Code)*

**Realogy Holdings Corp. Amended and Restated 2018 Long-Term Incentive Plan**

*(Full title of the plan)*

**Marilyn J. Wasser, Esq.**

**Realogy Holdings Corp.**

**175 Park Avenue**

**Madison, New Jersey 07940**

*(Name and address of agent for service)*

**(973) 407-2000**

*(Telephone Number, Including Area Code, of Agent for Service)*

*Copies to:*

**Thomas W. Greenberg, Esq.**

**Michael J. Hong, Esq.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**One Manhattan West**

**New York, New York 10001**

**(212) 735-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of each class of securities to be registered</b>	<b>Amount to be registered (1)(2)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common stock, par value \$0.01 per share, to be issued under the Realogy Holdings Corp. Amended and Restated 2018 Long-Term Incentive Plan (the "Plan")	3,000,000	\$17.27 (3)	\$51,810,000	\$5,652.47

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- (1) This registration statement on Form S-8 (the "Registration Statement") registers the issuance of 3,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Realogy Holdings Corp. (the "Registrant") that have been added to the award pool pursuant to the Realogy Holdings Corp. Amended and Restated 2018 Long-Term Incentive Plan (the "Plan").
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers additional shares of Common Stock that may become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices per share of the Common Stock as reported on the New York Stock Exchange on April 30, 2021.
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## EXPLANATORY NOTE

Previously, the Registrant registered shares of Common Stock under the Realogy Holdings Corp. 2018 Long-Term Incentive Plan (the "Plan") pursuant to a Registration Statement on Form S-8 (File No. 333- 224609) filed on May 2, 2018 (the "2018 Registration Statement"). This Registration Statement on Form S-8 is being filed solely to register the additional 3,000,000 shares of Common Stock that may be issued under the Plan listed herein which were added to the Plan when the amendment and restatement of the Plan was approved by a vote of the Registrant's stockholders on May 5, 2021. Pursuant to General Instruction E to Form S-8, the contents of the 2018 Registration Statement are incorporated into this Registration Statement by reference, except that the provisions contained in Part II of the 2018 Registration Statement are modified as set forth below.

### PART II.

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the SEC are incorporated by reference in this registration statement:

- (a) the Registrant's [Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed with the SEC on February 23, 2021](#) (except for the Report of Independent Registered Public Accounting Firm and the related financial statements of Realogy Group LLC);
- (b) the Registrant's [Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, filed with the SEC on May 5, 2021](#);
- (c) the Registrant's Current Reports on Form 8-K, filed with the SEC on [January 6, 2021](#) (Item 8.01 only), [January 7, 2021](#), [January 11, 2021](#), [January 27, 2021](#), [February 2, 2021](#) (Item 8.01 only), [February 3, 2021](#), [February 4, 2021](#), [March 19, 2021](#), and [May 5, 2021](#);
- (c) the Registrant's [Definitive Proxy Statement on Schedule 14A for the Registrant's 2021 Annual Meeting of Stockholders, filed with the SEC on March 19, 2021](#), as amended by [Amendment No. 1 to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the SEC on March 22, 2021](#); and
- (d) the description of the Registrant's Common Stock, which is contained in [Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the SEC on May 5, 2021](#), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this registration statement that indicates that all securities offered hereby have been sold or that deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this registration statement, modifies or supersedes such prior statement. Any statement contained in this registration statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this registration statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances will any information furnished under Items 2.02 or 7.01 of Current Report on Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

##### Item 4. Description of Securities.

Not applicable.

##### Item 5. Interests of Named Experts and Counsel.

None.

## Item 6. Indemnification of Directors and Officers.

Our amended and restated certificate of incorporation limits the liability of our directors to the maximum extent permitted by Delaware law. Delaware law provides that directors will not be personally liable for monetary damages for breach of their fiduciary duties as directors, except with respect to liability:

- for any breach of the director's duty of loyalty to us or our stockholders;
- for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- for any unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law (the "DGCL"); or
- for any transaction from which the director derived any improper personal benefit.

However, if the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of our directors will be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. The modification or repeal of this provision of our amended and restated certificate of incorporation will not adversely affect any right or protection of a director existing at the time of such modification or repeal.

Our amended and restated certificate of incorporation provides that we will, to the fullest extent from time to time permitted by law, indemnify our directors and officers against all liabilities and expenses in any suit or proceeding, arising out of their status as an officer or director or their activities in these capacities. We also indemnify any person who, at our request, is or was serving as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. We may, by action of our Board of Directors, provide indemnification to our employees and agents within the same scope and effect as the foregoing indemnification of directors and officers. In addition, we have entered into separate indemnification agreements with each of our directors and executive officers, which may be deemed to be broader than the specific indemnification provisions contained in the DGCL. These indemnification agreements require us, among other things, to indemnify our directors and officers to the fullest extent permitted by the DGCL against liabilities that may arise by reason of their status or service as directors or officers.

The right to be indemnified includes the right of an officer or a director to be paid expenses, including attorneys' fees, in advance of the final disposition of any proceeding, provided that, if required by law, we receive an undertaking to repay such amount if it will be determined that he or she is not entitled to be indemnified.

Our Board of Directors may take such action as it deems necessary to carry out these indemnification provisions, including adopting procedures for determining and enforcing indemnification rights and purchasing insurance policies. Our Board of Directors may also adopt bylaws, resolutions or contracts implementing indemnification arrangements as may be permitted by law. Neither the amendment nor the repeal of these indemnification provisions, nor the adoption of any provision of our amended and restated certificate of incorporation inconsistent with these indemnification provisions, will eliminate or reduce any rights to indemnification relating to such person's status or any activities prior to such amendment, repeal or adoption.

## Item 7. Exemption from Registration Claimed.

Not Applicable.

## Item 8. Exhibits.

### Exhibit No.    Description

- |      |  |
|------|--|
| 4.1  | <a href="#">Fifth Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2021)</a>   |
| 4.2  | <a href="#">Fifth Amended and Restated Bylaws of Realogy Holdings Corp., as adopted by the Board of Directors, effective February 25, 2019 (Incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-K for the year ended December 31, 2018)</a> |
| 4.3  | <a href="#">Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.88 to Amendment No. 5 to the Registration Statement on Form S-1, filed with the SEC on October 5, 2012)</a>  |
| 5.1* | <a href="#">Opinion of Skadden, Arps, Slate, Meagher &amp; Flom LLP</a>  |

- 10.1\*\* [Realogy Holdings Corp. Amended and Restated 2018 Long-Term Incentive Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 5, 2021\)](#)
- 15.1\* [Letter Regarding Unaudited Interim Financial Statements](#)
- 23.1\* [Consent of PricewaterhouseCoopers LLP](#)
- 23.2\* [Consent of Skadden, Arps, Slate, Meagher & Flom LLP](#) (included as part of Exhibit 5.1)
- 24.1\* [Power of Attorney](#) (included on signature page)

\* Filed herewith.

\*\* Compensatory plan or arrangement.

## Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes, that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will,

unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of New Jersey, on this 5<sup>th</sup> day of May 2021.

**REALOGY HOLDINGS CORP.**

By: /s/ CHARLOTTE C. SIMONELLI

Name: Charlotte C. Simonelli  
Title: Executive Vice President,  
Chief Financial Officer and Treasurer

## POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Ryan M. Schneider, Charlotte C. Simonelli and Marilyn J. Wasser, or any of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Registration Statement, including any and all amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ RYAN M. SCHNEIDER</i> <hr/> <b>Ryan M. Schneider</b>	Chief Executive Officer and President (Principal Executive Officer) and Director	May 5, 2021
<hr/> <i>/s/ CHARLOTTE C. SIMONELLI</i> <hr/> <b>Charlotte C. Simonelli</b>	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	May 5, 2021
<hr/> <i>/s/ TIMOTHY B. GUSTAVSON</i> <hr/> <b>Timothy B. Gustavson</b>	Senior Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer)	May 5, 2021
<hr/> <i>/s/ MICHAEL J. WILLIAMS</i> <hr/> <b>Michael J. Williams</b>	Chairman of the Board of Directors	May 5, 2021
<hr/> <i>/s/ FIONA P. DIAS</i> <hr/> <b>Fiona P. Dias</b>	Director	May 5, 2021
<hr/> <i>/s/ MATTHEW J. ESPE</i> <hr/> <b>Matthew J. Espe</b>	Director	May 5, 2021
<hr/> <i>/s/ V. ANN HAILEY</i> <hr/> <b>V. Ann Hailey</b>	Director	May 5, 2021
<hr/> <i>/s/ BRYSON R. KOEHLER</i> <hr/> <b>Bryson R. Koehler</b>	Director	May 5, 2021
<hr/> <i>/s/ DUNCAN L. NIEDERAUER</i> <hr/> <b>Duncan L. Niederauer</b>	Director	May 5, 2021
<hr/> <i>/s/ ENRIQUE SILVA</i> <hr/> <b>Enrique Silva</b>	Director	May 5, 2021
<hr/> <i>/s/ SHERRY M. SMITH</i> <hr/> <b>Sherry M. Smith</b>	Director	May 5, 2021
<hr/> <i>/s/ CHRISTOPHER S. TERRILL</i> <hr/> <b>Christopher S. Terrill</b>	Director	May 5, 2021
<hr/> <i>/s/ FELICIA WILLIAMS</i> <hr/> <b>Felicia Williams</b>	Director	May 5, 2021

**[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]**

May 5, 2021

Realogy Holdings Corp.  
175 Park Avenue  
Madison, New Jersey 07940

Re: Realogy Holdings Corp.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special United States counsel to Realogy Holdings Corp., a Delaware corporation (the “Company”), in connection with the registration statement on Form S-8 (the “Registration Statement”) to be filed on the date hereof by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933 (the “Securities Act”). The Registration Statement relates to the registration of 3,000,000 shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), issuable pursuant to the Realogy Holdings Corp. Amended and Restated 2018 Long-Term Incentive Plan (the “Plan”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion stated herein, we have examined and relied upon the following:

- (a) the Registration Statement;
- (b) the Plan;
- (c) an executed copy of a certificate of Marilyn J. Wasser, Corporate Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);

(d) a copy of the Company's Fifth Amended and Restated Certificate of Incorporation, certified by the Secretary of State of the State of Delaware as of the date hereof and certified pursuant to the Secretary's Certificate (the "Certificate of Incorporation");

(e) a copy of the Company's Fifth Amended and Restated By-Laws, as in effect as of the date hereof and certified pursuant to the Secretary's Certificate (the "By-Laws");

(f) a specimen certificate representing the Common Stock;

(g) a copy of certain resolutions of the Board of Directors of the Company, adopted on February 22, 2021, relating to the approval of the Plan, the filing of the Registration Statement and certain related matters, certified pursuant to the Secretary's Certificate; and

(h) a copy of the Final Report of the Inspector of Elections for the Company's 2021 Annual Meeting of Stockholders reflecting approval of the Plan (Proposal No. 4) at such meeting.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinion stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinion stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the facts and conclusions set forth in the Secretary's Certificate.

In rendering the foregoing opinion we have assumed that:

(a) each award agreement under which options, restricted stock, restricted stock units or other awards are granted pursuant to the Plan will be consistent with the Plan and will be duly authorized, executed and delivered by the parties thereto;

(b) the consideration received by the Company for each Share delivered pursuant to the Plan shall not be less than the par value of the Common Stock; and

(c) if issued in physical form, the registrar and transfer agent for the Common Stock will duly register such issuance and countersign the stock certificates evidencing such Shares and such stock certificates will be signed by authorized officers of the Company and will conform to the specimen certificate examined by us or, if issued in book-entry form, an appropriate account statement evidencing the Shares credited to the recipient's account maintained with the Company's transfer agent has been issued by the Company's transfer agent; and

(d) the issuance of the shares does not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Certificate of Incorporation or the By-Laws).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Shares have been duly authorized for issuance by the Company and, when issued, delivered and paid for in accordance with the terms and conditions of the Plan and the applicable award agreements, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

TWG

May 5, 2021

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Commissioners:

We are aware that our report dated May 5, 2021 on our review of interim financial information of Realogy Holdings Corp., which is included in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 is incorporated by reference in this Registration Statement on Form S-8.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Realogy Holdings Corp. of our report dated February 23, 2021 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Realogy Holdings Corp.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP  
Florham Park, New Jersey  
May 5, 2021