

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): June 9, 2020 (June 9, 2020)**

**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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Realogy Holdings Corp.</b>	<b>Common Stock, par value \$0.01 per share</b>	<b>RLGY</b>	<b>New York Stock Exchange</b>
<b>Realogy Group LLC</b>	<b>None</b>	<b>None</b>	<b>None</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On June 9, 2020, Realogy Holdings Corp., a Delaware corporation (the “Company”), Realogy Group LLC, a Delaware limited liability company and the Company’s indirect, wholly-owned subsidiary (“Realogy Group”), Realogy Co-Issuer Corp., a Florida corporation and the Company’s indirect, wholly-owned subsidiary (the “Co-Issuer” and, together with Realogy Group, the “Issuers”), Realogy Intermediate Holdings LLC, a Delaware limited liability company and the Company’s direct, wholly-owned subsidiary (“Realogy Intermediate”), and the subsidiary guarantors named therein entered into a Purchase Agreement (the “Purchase Agreement”) with the representative of the several initial purchasers named in Schedule A thereto, relating to the sale by the Issuers of \$550 million aggregate principal amount of the Issuers’ 7.625% senior secured second lien notes due 2025 at par (the “Notes”). The aggregate size of the offering was upsized from \$400 million to \$550 million.

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 a senior secured basis by Realogy Intermediate and each domestic subsidiary of the Company, other than certain excluded entities, that is a guarantor under its senior secured credit facilities and certain of its outstanding securities. The Notes will also be guaranteed by the Company, on an unsecured senior subordinated basis. The Notes will be secured by substantially the same collateral as the Company’s existing first lien obligations under its senior secured credit facilities on a second priority basis. Subject to customary closing conditions, the sale of the Notes is expected to close on or about June 16, 2020.

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 this offering, together with cash on hand, to redeem in full its outstanding 5.250% Senior Notes due 2021, and to pay related accrued interest, premium, fees and expenses.

**Item 9.01. Financial Statements and Exhibits.**

## (d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	<a href="#">Press Release issued June 9, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

INDEX TO EXHIBITS

Exhibit Number

Exhibit

99.1	Press Release issued June 9, 2020.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

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/ Charlotte C. Simonelli

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

Date: June 9, 2020

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 HOLDINGS CORP.

By: /s/ Charlotte C. Simonelli

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

Date: June 9, 2020



**REALOGY ANNOUNCES UPSIZING AND PRICING OF ITS \$550 MILLION OFFERING OF SENIOR SECURED SECOND LIEN NOTES**

MADISON, N.J. (June 9, 2020) — 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 at par \$550 million aggregate principal amount of 7.625% senior secured second lien notes due 2025 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The aggregate size of the offering has been upsized from \$400 million to \$550 million. The closing of the offering is expected to occur on June 16, 2020, subject to customary closing conditions.

The Notes will be guaranteed on a senior secured basis by Realogy Intermediate Holdings LLC, Realogy Group’s direct parent, and each domestic subsidiary of the Company, other than certain excluded entities, that is a guarantor under its senior secured credit facilities and certain of its outstanding securities. The Notes will also be guaranteed by the Company, on an unsecured senior subordinated basis. The Notes will be secured by substantially the same collateral as the Company’s existing first lien obligations under its senior secured credit facilities on a second priority basis.

The Company intends to use the net proceeds from this offering, together with cash on hand, to redeem in full its outstanding 5.250% Senior Notes due 2021, and to pay related accrued interest, premium, fees and expenses.

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 only to persons reasonably believed to be 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 the leading and most integrated provider of U.S. residential real estate services, encompassing franchise, brokerage, and title and settlement businesses as well as a mortgage joint venture. Realogy’s diverse brand portfolio includes some of the most recognized names in real estate: Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, Corcoran®, ERA®, and Sotheby’s International Realty®. Using innovative technology, data and marketing products, best-in-class learning and support services, and high-quality lead generation programs, Realogy fuels the productivity of independent sales agents, helping them build stronger businesses and best serve today’s consumers. Realogy’s affiliated brokerages operate around the world with approximately 188,900 independent sales agents in the United States and more than 122,400 independent sales agents in 113 other countries and territories. Recognized for nine consecutive years as one of the World’s Most Ethical Companies, Realogy has also been designated a Great Place to Work and one of Forbes’ Best Employers for Diversity. Realogy is headquartered in Madison, New Jersey.

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**Forward Looking Statements**

*Certain statements in this press release, including statements relating to the offering of the Notes and the anticipated use of net proceeds therefrom, constitute “forward-looking statements.” Statements preceded by, followed by or that otherwise include the words “believes”, “expects”, “anticipates”, “intends”, “projects”, “estimates”, “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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