

REALOGY HOLDINGS CORP.

Form 8-K

May 04, 2015

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): May 4, 2015 (May 1, 2015)

Realogy Holdings Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-35674	20-8050955
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Realogy Group LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware	333-148153	20-4381990
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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))
-

Item 2.02. Results of Operations and Financial Condition.

On May 4, 2015, the Registrants announced their financial results for the first quarter of 2015. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2015 Annual Meeting held on May 1, 2015, in Madison, New Jersey (the "2015 Annual Meeting"), the following matters were submitted to a vote of stockholders of Realogy Holdings Corp. ("Realogy Holdings") and the voting results were as follows:

1. Election of Directors: The three nominees named in the Realogy Holdings 2015 proxy statement were elected to serve a one-year term expiring at the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified, based upon the following votes:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Richard A. Smith	120,162,284	3,746,297	4,173,889
Marc E. Becker	121,497,133	2,411,448	4,173,889
Michael J. Williams	121,577,685	2,330,896	4,173,889

2. Advisory Vote of the Compensation of our Named Executive Officers. The proposal to approve, on an advisory basis, the compensation of the named executive officers of Realogy Holdings, as described in the 2015 proxy statement, was approved by the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
116,345,479	4,174,215	3,388,887	4,173,889

3. Ratification of Appointment of Independent Registered Accounting Firm: The appointment of PricewaterhouseCoopers LLP to serve as the Realogy Holdings' independent registered accounting firm for fiscal year 2015 was ratified as follows:

Votes For	Votes Against	Abstain
127,207,464	6,390	868,616

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated May 4, 2015.

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 HOLDINGS CORP.

By: /s/ Anthony E. Hull

Anthony E. Hull, Executive Vice President, Chief Financial Officer and Treasurer

Date: May 4, 2015

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

Anthony E. Hull, Executive Vice President, Chief Financial Officer and Treasurer

Date: May 4, 2015

EXHIBIT INDEX

Exhibit No.	Exhibit
-------------	---------

99.1	Press Release dated May 4, 2015.
------	----------------------------------