

REALOGY HOLDINGS CORP.

Form 8-K

November 30, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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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 30, 2015

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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.)

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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.)

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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)

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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))
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Item 1.02. Termination of a Material Definitive Agreement.

On November 30, 2015, Realogy Group LLC (“Realogy Group”), an indirect wholly owned subsidiary of Realogy Holdings Corp. (“Realogy Holdings”), redeemed the \$196 million aggregate principal amount of outstanding 9.000% Senior Secured Notes due 2020 (the “9.000% Senior Secured Notes”) in accordance with the terms and provisions of the indenture governing the 9.000% Senior Secured Notes, dated as of February 2, 2012 (as supplemented, the “9.000% Senior Secured Notes Indenture”), among Realogy Group, Realogy Holdings, the subsidiary guarantors party thereto, and The Bank of New York Mellon Trust Company, N.A. as trustee, at a redemption price of 105.490%. In connection with the redemption of the 9.000% Senior Secured Notes, Realogy Group paid total consideration of approximately \$213 million, which included the applicable redemption premium and accrued and unpaid interest. Immediately following such redemption, Realogy Group cancelled the 9.000% Senior Secured Notes and discharged the 9.000% Senior Secured Notes Indenture in accordance with its terms.

The 9.000% Senior Secured Notes were redeemed using cash on hand and borrowings under Realogy Group's revolving credit facility.

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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: November 30, 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: November 30, 2015