

RE/MAX Holdings, Inc.
Form 8-K
December 26, 2017

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): **December 19, 2017**

RE/MAX Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36101
(Commission
File Number)

80-0937145
(IRS Employer
Identification No.)

5075 South Syracuse Street

Denver, Colorado 80237

(Address of principal executive offices, including Zip code)

(303) 770-5531

(Registrant's telephone number, including area code)

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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))

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 1.01. Entry into a Material Definitive Agreement

On December 19, 2017, RE/MAX, LLC (RE/MAX) and RMCO, LLC (RMCO) entered into a Second Consent and Waiver (the Consent) with respect to the Amended and Restated Credit Agreement (the Credit Agreement), dated as of December 15, 2016 among RE/MAX; RMCO; the several banks and other financial institutions or entities from time to time party thereto; and JPMorgan Chase Bank, N.A., as administrative agent (the Administrative Agent). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Credit Agreement. In the Consent, the Administrative Agent and the Required Lenders agreed to extend the deadline under the Credit Agreement for RE/MAX to deliver certain documents until February 28, 2018. The Administrative Agent and the Required Lenders further agreed to waive any Default or Event of Default that would result from the failure to deliver such documents by the original deadline.

The foregoing summary of the Consent does not purport to be complete and is qualified in its entirety by reference to the Consent, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

RE/MAX Holdings, Inc. is the sole manager of RMCO and RE/MAX is a wholly-owned subsidiary of RMCO.

Item 9.01. Financial Statements and Exhibits.

**Exhibit
No.**

Description

| | |
|------|---|
| 10.1 | <u>Second Consent and Waiver, dated December 19, 2017 with respect to the Amended and Restated Credit Agreement, dated as of December 15, 2016 among RE/MAX, LLC; RMCO, LLC; the several banks and other financial institutions or entities from time to time party thereto; and JPMorgan Chase Bank, N.A., as administrative agent</u> |
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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.

RE/MAX HOLDINGS, INC.

Date: December 26, 2017

By:

/s/ Karri Callahan
Karri Callahan
Chief Financial Officer