

REALPAGE INC
Form 4
August 17, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEGRUE JOHN F

(Last) (First) (Middle)

C/O APAX MANAGERS, INC., 601
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REALPAGE INC [RP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/17/2010		C		8,707,705 (3)	A	(2) 11,850,435	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		C		949,444	A	(7) 12,799,879	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		S		1,965,350	D	\$ 11 10,834,529	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		C		711,290 (4)	A	(2) 968,003	I	By Apax Excelsior

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Common Stock	08/17/2010	C	77,555	A	<u>(7)</u>	1,045,558	I	VI-A C.V. <u>(1)</u> By Apax Excelsior VI-A C.V. <u>(1)</u>
Common Stock	08/17/2010	S	160,540	D	\$ 11	885,018	I	By Apax Excelsior VI-A C.V. <u>(1)</u>
Common Stock	08/17/2010	C	<u>473,853</u> <u>(5)</u>	A	<u>(2)</u>	644,872	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	C	51,666	A	<u>(7)</u>	696,538	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	S	106,950	D	\$ 11	589,588	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	C	<u>297,559</u> <u>(6)</u>	A	<u>(2)</u>	404,951	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>
Common Stock	08/17/2010	C	32,445	A	<u>(7)</u>	437,396	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>
Common Stock	08/17/2010	S	67,160	D	\$ 11	370,236	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2)	08/17/2010		C	8,707,705 (3)	(2)	(2)	Common Stock	8,707,705 (3)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	711,290 (4)	(2)	(2)	Common Stock	711,290 (4)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	473,853 (5)	(2)	(2)	Common Stock	473,853 (5)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	297,559 (6)	(2)	(2)	Common Stock	297,559 (6)
Series C Convertible Preferred Stock	(7)	08/17/2010		C	949,444	(7)	(7)	Common Stock	949,444
Series C Convertible Preferred Stock	(7)	08/17/2010		C	77,555	(7)	(7)	Common Stock	77,555
Series C Convertible Preferred Stock	(7)	08/17/2010		C	51,666	(7)	(7)	Common Stock	51,666
Series C Convertible Preferred Stock	(7)	08/17/2010		C	32,445	(7)	(7)	Common Stock	32,445

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MEGRUE JOHN F
C/O APAX MANAGERS, INC.
601 LEXINGTON AVENUE
NEW YORK, NY 10022

X X

Signatures

/s/ John F. 08/17/2010
Megrue

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1) The reporting person is the sole director of Apax Managers, Inc., which is the general partner of the partnership that is the general partner of the partnership that directly owns the reported securities. The reporting person disclaims beneficial ownership of the securities reported except to the extent of his pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.
(2) The Series A Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Convertible Preferred Stock was automatically converted into Common Stock on a one-for-one basis upon the consummation of the Issuer's initial public offering. Additionally, 62.5% of the accrued and unpaid dividends on such shares were automatically converted into Common Stock upon consummation of the Issuer's initial public offering.
(3) Includes 162,705 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(4) Includes 13,290 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(5) Includes 8,853 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(6) Includes 5,559 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(7) The Series C Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series C Convertible Preferred Stock was automatically converted into Common Stock upon consummation of the Issuer's initial public offering.

Remarks:

Jason A. Wright has served on the Issuer's board of directors pursuant to the reporting person's affiliates' contractual right to do so as a director and is expected to continue to serve until his successor is appointed and qualified or until his earlier removal or resignation in accordance with the Issuer's certificate of incorporation and bylaws. Jason A. Wright is a partner of an affiliate of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Times New Roman; FONT-SIZE: 10pt">Aristides P. Pittas

61,813
38,880
Aristides J. Pittas
345,516
142,560
Nikolaos J. Pittas
83,480

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	38,880
George Skarvelis	27,420
	15,120
Emmanuel Pittas	103,483
	38,3880

Item 4. Purpose of Transaction

The Reporting Person has acquired its Shares of the Issuer for investment. The Reporting Person evaluates its investment in the Shares on a continual basis. The Reporting Person has no plans or proposals as of the date of this filing which, other than as expressly set forth below, relate to, or would result in, any of the actions enumerated in Item 4 of the instructions to Schedule 13D.

Aristides J. Pittas, who serves as the Vice President and a director of the Reporting Person, is the Chairman, President, Chief Executive Officer and a Class A Director of the Issuer. Aristides P. Pittas, who serves as the President and a director of the Reporting Person, is the Vice Chairman and a Class A Director of the Issuer. George Skarvelis, who serves as a director of the Reporting Person, is a Class B Director of the Issuer.

On March 25, 2010, the Reporting Person and Aristides J. Pittas entered into a Shareholder Voting Agreement with the Issuer, Paros Ltd., All Seas Investors I Ltd., All Seas Investors II Ltd. and All Seas Investors III Ltd. (the "Shareholder Agreement") whereby the Reporting Person has agreed to vote its Shares in favor of any directors nominated by Eton Park Capital Management, L.P. ("Eton Park") and Rhône Capital III L.P. ("Rhône") to fill additional board seats which may be created pursuant to the provisions of the joint venture agreement between the Issuer and companies managed by Eton Park and an affiliate of Rhône. In addition, the Reporting Person has agreed that it will support the directors nominated by Eton Park and Rhône for so long as Eton Park and Rhône satisfy the applicable ownership thresholds in the joint venture agreement.

Item 5. Interest in Securities of the Issuer

(a), (b) Based on the Issuer's Form 6-K filed on February 14, 2013 there were 45,319,605 Shares issued and outstanding as of February 14, 2013. Based on such information, the Reporting Person reports beneficial ownership of the following Shares:

The Reporting Person may be deemed to beneficially own 19,830,956 Shares, representing approximately 43.76% of the outstanding Shares of the Issuer. The Reporting Person has the sole power to vote 19,830,956 Shares and the shared power to vote 0 Shares. The Reporting Person has the sole power to dispose of 19,830,956 Shares and the shared power to dispose of 0 Shares.

None of the other persons named in response to Item 2 have the sole power to vote or to direct the vote, the shared power to vote or direct the vote, the sole power to dispose or to direct the disposition of the Shares that are the subject of this Statement.

(c) The Reporting Person's transactions in the Shares during the past sixty days are set forth in Exhibit B. All such transactions were carried out in open market transactions.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Issuer's Shares beneficially owned by the Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On March 25, 2010, the Reporting Person and Aristides J. Pittas entered into the Shareholder Voting Agreement described in Item 4 of this Amendment No. 6 to the Schedule 13D. The Reporting Person has agreed to vote its Shares in favor of any directors nominated by Eton Park and Rhône to fill additional board seats which may be created pursuant to the provisions of the joint venture agreement between the Issuer and companies managed by Eton Park and an affiliate of Rhône.

Item 7. Material to be Filed as Exhibits

Exhibit A: Voting Agreement dated March 25, 2010 by and among the Reporting Person, Aristides J. Pittas, the Issuer, Paros Ltd., All Seas Investors I Ltd., All Seas Investors II Ltd. and All Seas Investors III Ltd. (incorporated by reference from Amendment 1 to this Schedule 13D filed on March 26, 2010)

Exhibit B – Schedule of the Reporting Person's transactions in the Shares during the past sixty days.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: April 29, 2013

FRIENDS INVESTMENT COMPANY INC.

By: /s/ Aristides J.Pittas

Name: Aristides J. Pittas

Title: Vice President

TRANSACTIONS IN THE SHARES BY THE REPORTING PERSONS
DURING THE PAST SIXTY DAYS

DATE	SHARES PURCHASED/(SOLD)	PRICE
April 1, 2013	(1,000)	1.1700
March 28, 2013	(1,606)	1.1800
March 28, 2013	(5,000)	1.2001
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.2000
March 28, 2013	(5,000)	1.1900
March 28, 2013	(5,000)	1.1802
March 28, 2013	(5,000)	1.1801
March 28, 2013	(5,000)	1.1801
March 28, 2013	(5,000)	1.1801
March 28, 2013	(5,000)	1.1801
March 28, 2013	(5,000)	1.1801
March 28, 2013	(5,000)	1.1800
March 28, 2013	(8,394)	1.1824
March 28, 2013	(10,000)	1.2000
March 28, 2013	(10,000)	1.1849
March 28, 2013	(10,000)	1.1800
March 28, 2013	(20,000)	1.2000
March 27, 2013	(2,820)	1.1501
March 27, 2013	(5,000)	1.1500
March 27, 2013	(5,000)	1.1500
March 27, 2013	(5,000)	1.1500
March 27, 2013	(5,000)	1.1500
March 27, 2013	(5,300)	1.1547
March 27, 2013	(10,000)	1.1600
March 27, 2013	(20,000)	1.1600
March 26, 2013	(1,880)	1.1500
March 26, 2013	(5,000)	1.2001
March 26, 2013	(5,000)	1.1980
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1901
March 26, 2013	(5,000)	1.1900
March 26, 2013	(5,000)	1.1500

Explanation of Responses:

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