

REALOGY HOLDINGS CORP.
Form 10-Q/A
August 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-35674

REALOGY HOLDINGS CORP

(Exact name of registrant as specified in its charter)

20-8050955

(I.R.S. Employer Identification Number)

Commission File No. 333-179896

REALOGY GROUP LLC

(Exact name of registrant as specified in its charter)

20-4381990

(I.R.S. Employer Identification Number)

Delaware

(State or other jurisdiction of incorporation or organization)

175 Park Avenue

Madison, NJ 07940

(Address of principal executive offices) (Zip Code)

(973) 407-2000

(Registrants' telephone number, including area code)

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Realogy Holdings Corp. Yes No Realogy Group LLC Yes No

Indicate by check mark whether the Registrants have submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrants were required to submit and post such files).

Realogy Holdings Corp. Yes No Realogy Group LLC Yes No

Indicate by check mark whether the Registrants are large accelerated filers, accelerated filers, non-accelerated filers, or smaller reporting companies. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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| Large accelerated filer | Accelerated filer | Non-accelerated filer | Smaller reporting company |
|----------------------------|----------------------|--------------------------|---------------------------------|
|----------------------------|----------------------|--------------------------|---------------------------------|

(Do not check if a smaller
reporting company)

| | | | | |
|------------------------|----|----|---|----|
| Realogy Holdings Corp. | .. | .. | p | .. |
| Realogy Group LLC | .. | .. | p | .. |

Indicate by check mark whether the Registrants are a shell company (as defined in Rule 12b-2 of the Exchange Act).

Realogy Holdings Corp. Yes No Realogy Group LLC Yes No

There were 146,023,699 shares of Common Stock, \$0.01 par value, of Realogy Holdings Corp. outstanding as of July 31, 2013.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (“Form 10-Q/A”) amends the Quarterly Report on Form 10-Q of Realogy Holdings Corp. and Realogy Group LLC for the quarter ended June 30, 2013, as originally filed with the Securities and Exchange Commission on August 2, 2013 (the “Original Filing”). As a result of a typographical error, the Section 1350 Certifications attached as Exhibit 32.1 and Exhibit 32.2 to the Original Filing included an incorrect date. This Form 10-Q/A is being filed solely to include the correct certifications.

Item 6. Exhibits.
See Exhibit Index.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REALOGY HOLDINGS CORP.

and

REALOGY GROUP LLC

(Registrants)

Date: August 5, 2013

/s/ Anthony E. Hull

Anthony E. Hull

Executive Vice President and

Chief Financial Officer

Date: August 5, 2013

/s/ Dea Benson

Dea Benson

Senior Vice President,

Chief Accounting Officer and

Controller

EXHIBIT INDEX

Exhibit Description

- Indenture, dated as of April 26, 2013, among Realogy Group LLC, as Issuer, The Sunshine Group (Florida) Ltd. Corp., as Co-Issuer, Realogy Holdings Corp. , the Note Guarantors (as defined therein) listed on the signature pages thereto, and The Bank of New York Mellon Trust Company, N.A., as Trustee, governing the 3.375% Senior Notes due 2016 (the "3.375% Senior Notes Indenture") (Incorporated by reference to Exhibit 4.1 to the Registrants' Form 10-Q for the three months ended March 31, 2013).
- Form of 3.375% Senior Notes due 2016 (included in the 3.375% Senior Notes Indenture filed as Exhibit 4.1 filed as Exhibit 4.1 to the Registrants' Form 10-Q for the three months ended March 31, 2013).
- Amendment Number 1 to the Amended and Restated Investor and Securityholders Agreement, dated as of January 5, 2011, by and among Realogy Holdings Corp. (f/k/a Domus Holdings Corp.), Realogy Group LLC (f/k/a Realogy Corporation), Paulson and Co. inc. on behalf of the several investment funds and accounts managed by it, and the Apollo Holders (as defined therein)
- Form of Director Restricted Stock Unit Notice of Grant and Restricted Stock Unit Agreement under the Realogy Holdings Corp. 2012 Long-Term Incentive Plan.
- Purchase Agreement dated as of April 23, 2013, by and among Realogy Group LLC, Realogy Co-Issuer Corp. (f/k/a The Sunshine Group (Florida) Ltd. Corp.) and J.P. Morgan Securities LLC as Representative of the several other Initial Purchasers listed in Schedule A thereto relating to the offer and sale of the 3.375% Senior Notes due 2016 (Incorporated by reference to Exhibit 10.1 to the Registrants' Form 10-Q for the three months ended March 31, 2013).
- Realogy Holdings Corp. Director Deferred Compensation Plan (Incorporated by reference to Exhibit 10.2 to the Registrants' Form 10-Q for the three months ended March 31, 2013).
- First Amendment to Lease dated April 29, 2013, between 175 Park Avenue, LLC and Realogy Operations LLC amending Lease dated November 23, 2011 (Incorporated by reference to Exhibit 10.3 to the Registrants' Form 10-Q for the three months ended March 31, 2013).
- Amended and Restated Realogy Group LLC Executive Deferred Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Registrants' Current Report on Form 8-K filed on April 9, 2013).
- Amendment No. 2 dated April 9, 2013 to Realogy Group LLC Phantom Value Plan (Incorporated by reference to Exhibit 10.2 to the Registrants' Current Report on Form 8-K filed on April 9, 2013).
- Form of Employee Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.3 to the Registrants' Current Report on Form 8-K filed on April 9, 2013).
- Letter Regarding Unaudited Interim Financial Statements.
- Certification of the Chief Executive Officer of Realogy Holdings Corp. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- Certification of the Chief Financial Officer of Realogy Holdings Corp. pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- Certification of the Chief Executive Officer of Realogy Group LLC pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- Certification of the Chief Financial Officer of Realogy Group LLC pursuant to Rules 13(a)-14(a) and 15(d)-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- Certification for Realogy Holdings Corp. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

| Exhibit | Description |
|---------|---|
| 32.2* | Certification for Realogy Group LLC pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | ^ XBRL Instance Document |
| 101.SCH | ^ XBRL Taxonomy Extension Schema Document |
| 101.CAL | ^ XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | ^ XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | ^ XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | ^ XBRL Taxonomy Extension Presentation Linkbase Document |

* Filed herewith.

** Filed with the Company's Form 10-Q for the period ended June 30, 2013 filed with the SEC on August 2, 2012.

^ Furnished electronically with the Company's Form 10-Q for the period ended June 30, 2013 filed with the SEC on August 2, 2012.