

REALOGY HOLDINGS CORP.
Form SC 13G
February 07, 2019

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

REALOGY HOLDINGS CORP.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

75605Y106

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

NAMES OF REPORTING PERSONS

1

Canada Pension Plan Investment Board

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) ..

(b) ..

3SEC USE ONLY:

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Canada

5SOLE VOTING POWER:

Number of Shares **7,600,000**
6SHARED VOTING POWER:

Beneficially Owned by Each Reporting Person With **0**
7SOLE DISPOSITIVE POWER:

8SHARED DISPOSITIVE POWER:

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,600,000

10CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

11PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9:

6.4% ⁽¹⁾

12TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

FI

(1) Based on a total of 118,155,158 shares of common stock of the issuer outstanding as of October 31, 2018, as reported in the issuer's Form 10-Q filed with the Securities and Exchange Commission on November 2, 2018.

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Item 1(a). Name of Issuer

Realogy Holdings Corp.

Item 1(b). Address of Issuer's Principal Executive Offices

175 Park Avenue, Madison, NJ 07940

Item 2(a). Name of Person Filing

Canada Pension Plan Investment Board

Item 2(b). Address of Principal Business Office or, if none, Residence

The principal business address of the Reporting Person is as follows:

One Queen Street East
Suite 2500
Toronto, Ontario

M5C 2W5
Canada

Item 2(c). Citizenship

Canada

Item 2(d). Title of Class of Securities

Common Stock

Item 2(e). CUSIP Number

75605Y106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under Section 15 of the Exchange Act.
- (b) " Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) " Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) " Investment company registered under Section 8 of the Investment Company Act.
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: Employee benefit plan.

Item 4. Ownership

Amount Beneficially Owned:

- (a)
See Item 9 on page 2.

Percent of Class:

- (b)
See Item 11 on page 2.

- (c) Number of shares as to which such person has:

sole power to vote or to direct the vote:

- (i)
See Item 5 on page 2.

shared power to vote or to direct the vote:

- (ii)
See Item 6 on page 2.

sole power to dispose or to direct the disposition of:

- (iii)
See Item 7 on page 2.

shared power to dispose or to direct the disposition of:

- (iv)
See Item 8 on page 2.

Item 5. Ownership of Five Percent or Less of a Class

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item
6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item
8. Identification and Classification of Members of the Group

Not applicable.

Item
9. Notice of Dissolution of Group

Not applicable.

Item
10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below I certify that, to the best of my knowledge and belief, the Canadian regulatory scheme applicable to employee benefit plans is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Securities and Exchange Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

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

Date: February 6, 2019

CANADA PENSION PLAN INVESTMENT BOARD

By: /s/ Patrice Walch-Watson

Name: Patrice Walch-Watson

Title: Senior Managing Director, General Counsel and Corporate Secretary