

REALPAGE INC
Form 8-K
May 25, 2018

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)

May 23, 2018

RealPage, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34846
(Commission

File Number)

75-2788861
(IRS Employer

Identification No.)

2201 Lakeside Blvd.

Richardson, Texas
(Address of principal executive offices)

75082
(Zip Code)

Registrant's telephone number, including area code: (972) 820-3000

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

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 May 23, 2018, RealPage, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities, LCC and RBC Capital Markets, LLC, as representatives of the several underwriters named in Schedule I thereto (the Underwriters), pursuant to which the Company agreed to issue and sell 7,000,000 shares of the Company s common stock par value \$0.001 per share (the Common Stock) in a public offering pursuant to a Registration Statement on Form S-3 (File No. 333-225074) (the Registration Statement) and a related prospectus, including the related prospectus supplement, filed with the Securities and Exchange Commission (the Offering). Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,050,000 shares of Common Stock. The Underwriters notified the Company of the exercise in full of their option to purchase the additional shares, and the Offering, including the sale of shares of Common Stock subject to the Underwriters option, is expected to close on May 29, 2018.

The net proceeds from the Offering to the Company will be approximately \$442.0 million, after deducting underwriting discounts and commissions and estimated offering expenses. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Item 7.01 Regulation FD Disclosure.

On May 24, 2018, the Company issued a press release announcing the pricing of the Offering, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

In connection with the Offering, the legal opinion as to the legality of the Common Stock sold in this Offering is being filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated herein and into the Registration Statement by reference.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | <u>Underwriting Agreement by and among RealPage, Inc. and Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, Wells Fargo Securities, LCC and RBC Capital Markets, LLC, dated May 23, 2018.</u> |
| 5.1 | <u>Opinion of Wilson Sonsini Goodrich & Rosati, P.C.</u> |
| 23.1 | <u>Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1)</u> |
| 99.1 | <u>Press release dated May 24, 2018.</u> |

The information furnished by this Current Report on Form 8-K under Item 7.01 and Exhibit 99.1 attached hereto shall be deemed furnished and not filed for purposes of Section 18 of the Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURE

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.

REALPAGE, INC.

By: /s/ Stephen T. Winn
Stephen T. Winn
Chief Executive Officer, President

and Chairman

Date: May 25, 2018