

Ernst Thomas C JR
Form 4
January 09, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ernst Thomas C JR

(Last) (First) (Middle)

2201 LAKESIDE BLVD.

(Street)

RICHARDSON, TX 75082

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	01/07/2019		A	Amount (1) 22,600	A \$ 0 22,600	D	
Common Stock	01/07/2019		A	Amount (2) 45,200	A \$ 0 67,800	D	
Common Stock					1,715	I	Three B's LLC, dba Tom Ernst Advisory (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Ernst Thomas C JR 2201 LAKESIDE BLVD. RICHARDSON, TX 75082	Director 10% Owner Officer Other EVP, CFO and Treasurer

Signatures

Thomas C.
Ernst, Jr. 01/09/2019

**Signature of
Reporting Person

Date

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) Restricted Stock Awarded to Reporting Person on 01/07/2019: One-twelfth of the Shares shall vest each quarter, beginning on the first day of the calendar quarter immediately following the vesting commencement date, for next twelve (12) consecutive calendar quarters.

Restricted Stock with Market Based Vesting Awarded to Reporting Person on 01/07/2019: Prior to July 1, 2022, one-fourth (1/4) of the restricted shares shall become eligible to vest, if for 20 consecutive trading days Issuer's average closing price per share of common stock equals or exceeds the threshold price of \$60.84, the target price of \$66.92, the exceed price of \$73.01 and the maximum price of \$85.17,

- (2) respectively (collectively, the "Eligible Shares"). Eligible Shares shall vest in equal quarterly installments over the following year. All Eligible Shares shall be fully vested on July 1, 2022, or upon a Change in Control, or due to Death or Disability. Also, the remaining tranches of unvested shares shall be deemed to be Eligible Shares and shall fully vest immediately prior to a Change in Control that results in the per share value of Issuer's common stock equal to or in excess of values of each respective tranche.

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- (3) Reporting Person is sole proprietor and Chief Executive Officer of Three B's LLC, dba Tom Ernst Advisory, which is the entity that directly owns the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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