

REALOGY HOLDINGS CORP.

Form 8-K

March 27, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): March 27, 2019 (March 27, 2019)

Realogy Holdings Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35674
(Commission

File Number)

20-8050955
(IRS Employer

Identification No.)

Realogy Group LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

333-148153
(Commission

File Number)

20-4381990
(IRS Employer

Identification No.)

175 Park Avenue

Madison, NJ 07940

(Address of principal executive offices) (Zip Code)

(973) 407-2000

(Registrant's telephone number, including area code)

None

(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:

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 8.01. Other Events.

On March 27, 2019, Realogy Holdings Corp., a Delaware corporation (the *Company*), Realogy Group LLC, a Delaware limited liability company and the *Company*'s indirect, wholly-owned subsidiary (the *Realogy Group*), Realogy Co-Issuer Corp., a Florida corporation and the *Company*'s indirect, wholly-owned subsidiary (the *Co-Issuer* and, together with Realogy Group, the *Issuers*), and the subsidiary guarantors named therein entered into a Purchase Agreement (the *Purchase Agreement*) with the several initial purchasers named in Schedule A thereto, relating to the sale by the Issuers of \$ 550 million aggregate principal amount of the Issuers' 9.375% senior notes due 2027 at par (the *Notes*). The size of the offering has been upsized from \$400 million to \$550 million.

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the *Securities Act*) to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

The Notes will be guaranteed on an unsecured senior basis by each of Realogy Group's domestic subsidiaries (other than the Co-Issuer of the Notes) that is a guarantor under its senior secured credit facilities, its unsecured letter of credit facility and its outstanding senior unsecured notes. The Notes will also be guaranteed by the Company on an unsecured senior subordinated basis. The Notes will be effectively subordinated to all of Realogy Group's existing and future senior secured debt, including its senior secured credit facilities, to the extent of the value of the assets securing such debt. Subject to customary closing conditions, the sale of the Notes is expected to close on or about March 29, 2019.

The Purchase Agreement contains customary representations, warranties and agreements by the Issuers and the guarantors. In addition, the Issuers and the guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Issuers and the guarantors have agreed with the initial purchasers not to offer or sell any similar debt securities for a period of 60 days after the closing date without the prior written consent of the representative of the initial purchasers.

The Company intends to use \$540 million of the net proceeds from this offering to repay a portion of outstanding borrowings under its revolving credit facility. On February 15, 2019, the Company used borrowings under its revolving credit facility and cash on hand to fund the redemption of all of its outstanding \$450 million 4.50% Senior Notes, which were due to mature in April 2019. After giving effect to the use of the net proceeds from this offering, the balance on the Company's revolving credit facility will be \$410 million.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

**Exhibit
Number**

Exhibit

99.1 Press Release issued March 27, 2019.

INDEX TO EXHIBITS

Exhibit Number	Exhibit
99.1	<u>Press Release issued March 27, 2019.</u>

SIGNATURES

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.

REALOGY GROUP LLC

By: /s/ Timothy B. Gustavson
Name: Timothy B. Gustavson
Title: Senior Vice President and Chief
Accounting Officer

Date: March 27, 2019

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.

REALOGY HOLDINGS CORP.

By: /s/ Timothy B. Gustavson
Name: Timothy B. Gustavson
Title: Senior Vice President and Chief
Accounting Officer

Date: March 27, 2019