

Realogy Holdings Corp.
Form SC 13D
October 19, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO
13d-2(a)**

(Amendment No.)

REALOGY HOLDINGS CORP.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

75605Y106

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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October 12, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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 disclosures provided in a prior cover page.

The information required on 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 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).

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
RCIV Holdings (Luxembourg) S.à r.l.
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Luxembourg
- 7 Sole Voting Power
- 8 Shared Voting Power
57,462,269 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
57,462,269 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
57,462,269 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
42.2%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 75605Y106	13D
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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Investment Fund VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
2,184,066 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,184,066 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,184,066 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
1.6%
- 14 Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 75605Y106	13D
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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Domus Investment Holdings, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
2,014,734 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,014,734 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,014,734 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
1.5%
- 14 Type of Reporting Person
OO

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Domus Co-Investment Holdings LLC
- 2 Check the Appropriate Box if a Member of a Group
 - (a) ☐
 - (b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
3,714,000 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,714,000 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,714,000 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
2.7%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group
 - (a) ☐
 - (b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
2,184,066 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,184,066 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,184,066 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
1.6%
- 14 Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Capital Management VI, LLC
- 2 Check the Appropriate Box if a Member of a Group
 - (a) ☐
 - (b) ☒
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
2,184,066 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,184,066 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,184,066 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
1.6%
- 14 Type of Reporting Person
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 75605Y106

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings I, L.P.
- 2 Check the Appropriate Box if a Member of a Group

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
2,184,066 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
2,184,066 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,184,066 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒
- 13 Percent of Class Represented by Amount in Row (11)
1.6%
- 14 Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

