

REALOGY HOLDINGS CORP.
Form 4
July 24, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Apollo Management Holdings GP, LLC

2. Issuer Name and Ticker or Trading Symbol
REALOGY HOLDINGS CORP.
[RLGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

9 W. 57TH STREET, 43RD FLOOR

07/22/2013

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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 or Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/22/2013 | | S | | 25,125,070 | D | \$ 47.57 |
| | | | | | 0 | I | |

See footnote (1)

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

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SEC 1474 (9-02)

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

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019 | | X | | |
| Apollo Management Holdings, L.P. 9 W. 57TH STREET - NEW YORK, NY 10019 | | X | | |
| APOLLO INVESTMENT FUND VI L P 2 MANHATTAVILLE RD PURCHASE, NY 10577 | | X | | |
| Apollo Capital Management VI, LLC ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577 | | X | | |
| Apollo Principal Holdings I, L.P. TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577 | | X | | |
| Apollo Principal Holdings I GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577 | | X | | |
| Apollo Management VI, L.P. 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019 | | X | | |

AIF VI Management, LLC
9 WEST 57TH STREET
43RD FLOOR X
NEW YORK, NY 10019

Apollo Management, L.P.
2 MANHATTANVILLE ROAD
SUITE 203 X
PURCHASE, NY 10577

Apollo Management GP, LLC
TWO MANHATTANVILLE ROAD
SUITE 203 X
PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit
99.2] 07/24/2013

__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) See Exhibit 99.1.

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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