

REALPAGE INC
Form 4
August 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
MEGRUE JOHN F

(Last) (First) (Middle)

C/O APAX MANAGERS, INC., 601
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/17/2010		C		8,707,705 (3)	A	(2) 11,850,435	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		C		949,444	A	(7) 12,799,879	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		S		1,965,350	D	\$ 11 10,834,529	I	By Apax Excelsior VI, L.P. (1)
Common Stock	08/17/2010		C		711,290 (4)	A	(2) 968,003	I	By Apax Excelsior

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Common Stock	08/17/2010	C	77,555	A	<u>(7)</u>	1,045,558	I	VI-A C.V. <u>(1)</u> By Apax Excelsior VI-A C.V. <u>(1)</u>
Common Stock	08/17/2010	S	160,540	D	\$ 11	885,018	I	By Apax Excelsior VI-A C.V. <u>(1)</u>
Common Stock	08/17/2010	C	<u>473,853</u> <u>(5)</u>	A	<u>(2)</u>	644,872	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	C	51,666	A	<u>(7)</u>	696,538	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	S	106,950	D	\$ 11	589,588	I	By Apax Excelsior VI-B C.V. <u>(1)</u>
Common Stock	08/17/2010	C	<u>297,559</u> <u>(6)</u>	A	<u>(2)</u>	404,951	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>
Common Stock	08/17/2010	C	32,445	A	<u>(7)</u>	437,396	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>
Common Stock	08/17/2010	S	67,160	D	\$ 11	370,236	I	By Patricof Private Investment Club III, L.P. <u>(1)</u>

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(2)	08/17/2010		C	8,707,705 (3)	(2)	(2)	Common Stock	8,707,705 (3)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	711,290 (4)	(2)	(2)	Common Stock	711,290 (4)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	473,853 (5)	(2)	(2)	Common Stock	473,853 (5)
Series A Convertible Preferred Stock	(2)	08/17/2010		C	297,559 (6)	(2)	(2)	Common Stock	297,559 (6)
Series C Convertible Preferred Stock	(7)	08/17/2010		C	949,444	(7)	(7)	Common Stock	949,444
Series C Convertible Preferred Stock	(7)	08/17/2010		C	77,555	(7)	(7)	Common Stock	77,555
Series C Convertible Preferred Stock	(7)	08/17/2010		C	51,666	(7)	(7)	Common Stock	51,666
Series C Convertible Preferred Stock	(7)	08/17/2010		C	32,445	(7)	(7)	Common Stock	32,445

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MEGRUE JOHN F
C/O APAX MANAGERS, INC.
601 LEXINGTON AVENUE
NEW YORK, NY 10022

X X

Signatures

/s/ John F. Megrue 08/17/2010

**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) The reporting person is the sole director of Apax Managers, Inc., which is the general partner of the partnership that is the general partner of the partnership that directly owns the reported securities. The reporting person disclaims beneficial ownership of the securities reported except to the extent of his pecuniary interest, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.
(2) The Series A Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series A Convertible Preferred Stock was automatically converted into Common Stock on a one-for-one basis upon the consummation of the Issuer's initial public offering. Additionally, 62.5% of the accrued and unpaid dividends on such shares were automatically converted into Common Stock upon consummation of the Issuer's initial public offering.
(3) Includes 162,705 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(4) Includes 13,290 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(5) Includes 8,853 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(6) Includes 5,559 shares that were issued at the time of conversion of the Series A Convertible Preferred Stock in payment of 62.5% of the dividends on such shares accrued and unpaid as of the date of the consummation of the Issuer's initial public offering.
(7) The Series C Convertible Preferred Stock is convertible into Common Stock on a one-for-one basis at any time and has no expiration date. The Series C Convertible Preferred Stock was automatically converted into Common Stock upon consummation of the Issuer's initial public offering.

Remarks:

Jason A. Wright has served on the Issuer's board of directors pursuant to the reporting person's affiliates' contractual right to d a director and is expected to continue to serve until his successor is appointed and qualified or until his earlier removal or resignation in accordance with the Issuer's certificate of incorporation and bylaws. Jason A. Wright is a partner of an affiliat of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.