

REALPAGE INC
Form 3
August 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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
2. Date of Event Requiring Statement
3. Issuer Name and Ticker or Trading Symbol
4. Relationship of Reporting Person(s) to Issuer
5. If Amendment, Date Original Filed

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

NEW YORK, NY 10022

(Check all applicable)
[X] Director
[X] Officer
[X] Other
Member of 10% owner group

6. Individual or Joint/Group Filing
[X] Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

Table with 4 columns: 1. Title of Security, 2. Amount of Securities Beneficially Owned, 3. Ownership Form, 4. Nature of Indirect Beneficial Ownership. Row 1: Common Stock, 171,019, D, ^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

Table with 6 columns: 1. Title of Derivative Security, 2. Date Exercisable and Expiration Date, 3. Title and Amount of Securities Underlying Derivative Security, 4. Conversion or Exercise Price of Derivative, 5. Ownership Form of Derivative Security, 6. Nature of Indirect Beneficial Ownership.

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	473,853 (2)	\$ (1)	D Â
Series C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	51,666	\$ (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Apax Excelsior VI-B C.V. C/O APAX MANAGERS, INC. 601 LEXINGTON AVENUE NEW YORK, NY 10022	Â X	Â	Â		Member of 10% owner group

Signatures

/s/ APA EXCELSIOR VI-B C.V., By: APA Excelsior VI Partners, L.P., Its General Partner, 08/11/2010
 By: Apax Managers, Inc., Its General Partner, By: John F. Megrue, CEO

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 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 and 62.5% of the accrued and unpaid dividends on such shares will automatically convert into Common Stock upon consummation of the Issuer's initial public offering.
- (2) Includes 8,853 shares that will be 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 that date, assuming an initial public offering closing date of August 17, 2010.
- (3) 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 will automatically convert into Common Stock upon consummation of the Issuer's initial public offering.

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Remarks:
 The anticipated effective date of Issuer's initial public offering is August 11, 2010. Â Reporting person owner group. Â Jason A. Wright has served on the Issuer's board of directors pursuant to the report designate a director and is expected to continue to serve until his successor is appointed and qualified or resignation in accordance with the Issuer's certificate of incorporation and bylaws. Jason A. Wright 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.
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