

REALOGY HOLDINGS CORP.

Form 8-K

May 02, 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): May 2, 2019 (May 1, 2019)

Realogy Holdings Corp.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 001-35674 | 20-8050955 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

Realogy Group LLC

(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 333-148153 | 20-4381990 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (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 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. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

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| | | Trading Symbol(s) | Name of each exchange on which registered |
|------------------------|--|----------------------|--|
| Realogy Holdings Corp. | Common Stock, par value \$0.01 per share | RLGY | New York Stock Exchange |
| Realogy Group LLC | None | None | None |

Item 2.02. Results of Operations and Financial Condition.

On May 2, 2019, the Registrants announced their financial results for the first quarter of 2019. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described in Item 5.07 of this Current Report on Form 8-K, at the Annual Meeting of Stockholders of Realogy Holdings Corp. ("Realogy Holdings" or the "Company") held on May 1, 2019 (the "2019 Annual Meeting"), upon the recommendation of the Board of Directors, the stockholders voted on and approved amendments to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to (i) eliminate the supermajority voting requirements to amend the Certificate of Incorporation and the Company's Amended and Restated Bylaws and (ii) to eliminate outdated language relating to the declassification of the Company's Board of Directors over the now-expired three-year phase-out period.

The Company's Fourth Amended and Restated Certificate of Incorporation became effective upon filing with the Secretary of State of the State of Delaware on May 1, 2019. A copy of the Company's Fourth Amended and Restated Certificate of Incorporation is attached as Exhibit 3.1 hereto and is incorporated by reference into this Item 5.03.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2019 Annual Meeting, the following matters were submitted to a vote of stockholders of Realogy Holdings and the voting results were as follows:

1. Election of Directors: The ten nominees named in the 2019 Proxy Statement were elected to serve a one-year term expiring at the 2020 Annual Meeting of Stockholders and until their successors are duly elected and qualified, based upon the following votes:

| Director Nominee | Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------------------|------------|---------------|---------|------------------|
| Fiona P. Dias | 98,621,094 | 746,913 | 255,799 | 8,675,587 |
| Matthew J. Espe | 98,687,425 | 680,666 | 255,715 | 8,675,587 |
| V. Ann Hailey | 88,881,715 | 10,486,292 | 255,799 | 8,675,587 |
| Bryson R. Koehler | 99,149,191 | 218,600 | 256,015 | 8,675,587 |
| Duncan L. Niederauer | 96,599,815 | 2,768,076 | 255,915 | 8,675,587 |
| Ryan M. Schneider | 98,716,767 | 654,334 | 252,705 | 8,675,587 |
| Enrique Silva | 99,141,309 | 226,577 | 255,920 | 8,675,587 |
| Sherry M. Smith | 96,547,074 | 2,821,867 | 254,865 | 8,675,587 |
| Christopher S. Terrill | 98,719,981 | 647,810 | 256,015 | 8,675,587 |
| Michael J. Williams | 89,063,498 | 10,304,276 | 256,032 | 8,675,587 |

2. Advisory Vote of the Compensation of our Named Executive Officers: The proposal to approve, on an advisory basis, the compensation of the named executive officers of Realogy Holdings, as described in the 2019 Proxy Statement, was approved by the following votes:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 95,782,079 | 3,593,566 | 248,161 | 8,675,587 |

3. Advisory Vote on the Frequency of Advisory Vote on Executive Compensation: The Company's stockholders recommended, on an advisory basis, to hold an advisory vote on the compensation of the Company's named executive officers on an annual basis, by the votes set forth in the table below:

| Every Year | Every 2 Years | Every 3 Years | Abstain |
|------------|---------------|---------------|---------|
| 98,516,713 | 19,169 | 851,810 | 236,114 |

Based on these results, and consistent with the Company's recommendation, the Company's Board of Directors has adopted a policy to hold an advisory vote on the compensation of the Company's named executive officers on an annual basis (i.e. every year), until the next advisory vote on the frequency of stockholder votes on the compensation of the Company's named executive officers.

4. Approval of an Amendment to Realogy Holdings' Certificate of Incorporation to Eliminate the Supermajority Voting Requirements to Amend the Certificate of Incorporation and Bylaws: The proposal to approve an amendment to the Certificate of Incorporation to eliminate the supermajority voting requirements to amend the Certificate of Incorporation and Bylaws of the Company was approved by the following votes:

Votes For Votes Against Abstain Broker Non-Votes

99,558,710 53,234 11,862 8,675,587

5. Approval of Amendments to the Certificate of Incorporation to Eliminate Outdated Language Related to Board Classification: The proposal to approve amendments to the Certificate of Incorporation to eliminate language relating to the declassification of our Board over the now-expired three-year phase-out period was approved by the following votes:

Votes For Votes Against Abstain Broker Non-Votes

99,379,935 18,037 225,834 8,675,587

6. Ratification of Appointment of Independent Registered Accounting Firm: The appointment of PricewaterhouseCoopers LLP to serve as Realogy Holdings' independent registered accounting firm for fiscal year 2019 was ratified as follows:

Votes For Votes Against Abstain

106,764,403 1,307,401 227,589

| | |
|---------|----------------|
| | Financial |
| Item | Statements |
| 9.01. | and |
| | Exhibits. |
| (d) | Exhibits |
| Exhibit | |
| No. | Description |
| | Fourth |
| | Amended and |
| | Restated |
| 3.1 | Certificate of |
| | Incorporation |
| | of Realogy |
| | Holdings |
| | Corp. |
| | Press Release |
| 99.1 | dated May 2, |
| | 2019. |

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 HOLDINGS
CORP.

By: /s/ Charlotte C. Simonelli
Charlotte C. Simonelli,
Executive Vice President,
Chief Financial Officer and
Treasurer

Date: May 2, 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 GROUP LLC

By: /s/ Charlotte C. Simonelli
Charlotte C. Simonelli,
Executive Vice President,
Chief Financial Officer and
Treasurer

Date: May 2, 2019

EXHIBIT INDEX

Exhibit No. Description

| | |
|------|---|
| 3.1 | <u>Fourth Amended and Restated Certificate of Incorporation of Realogy Holdings Corp.</u> |
| 99.1 | <u>Press Release dated May 2, 2019.</u> |