



Item 2.02. Results of Operations and Financial Condition.

On May 5, 2016, the Registrants announced their financial results for the first quarter of 2016. 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.

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;

Item 5.02. Compensatory Arrangements of Certain Officers.

At the 2016 Annual Meeting of Stockholders of Realogy Holdings Corp. ("Realogy Holdings" or the "Company") held on May 4, 2016 (the "2016 Annual Meeting"), the Company's stockholders, upon the recommendation of the Company's Board of Directors, approved the Amended and Restated 2012 Long-Term Incentive Plan, including an amendment to increase the aggregate number of shares authorized for issuance thereunder by 9,800,000 shares. A summary of the Amended and Restated 2012 Long-Term Incentive Plan was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2016 (the "2016 Proxy Statement") under the section captioned "Proposal to Approve the Amended and Restated 2012 Long-Term Incentive Plan" and is incorporated herein by reference. The summary of the Amended and Restated 2012 Long-Term Incentive Plan contained in the 2016 Proxy Statement is qualified in its entirety by reference to the full text of the Amended and Restated 2012 Long-Term Incentive Plan, which is filed as Exhibit 10.1 to this report.

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

At the 2016 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 six nominees named in the Realogy Holdings 2016 Proxy Statement were elected to serve a one-year term expiring at the 2017 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
Raul Alvarez	108,898,453	9,556,024	1,731,774	7,782,143
Marc E. Becker	115,522,054	4,387,542	276,655	7,782,143
V. Ann Hailey	119,484,694	4,17,679	283,878	7,782,143
Duncan L. Niederauer	119,882,977	27,139	276,135	7,782,143
Richard A. Smith	117,897,688	1,782,169	506,394	7,782,143
Michael J. Williams	118,844,380	1,057,914	283,957	7,782,143

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 2016 Proxy Statement, was approved by the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
117,125,298	2,776,185	284,768	7,782,143

3. Ratification of Appointment of Independent Registered Accounting Firm: The appointment of PricewaterhouseCoopers LLP to serve as the Realogy Holdings' independent registered accounting firm for fiscal year 2016 was ratified as follows:

Votes For	Votes Against	Abstain
127,685,963	7,963	274,468

4. Approval of Amended and Restated 2012 Long-Term Incentive Plan: The proposal to approve the Amended and Restated 2012 Long-Term Incentive Plan, as described in the 2016 Proxy Statement, was approved by the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
113,923,176	5,985,157	277,918	7,782,143

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.1 Realogy Holdings Corp. Amended and Restated 2012 Long-Term Incentive Plan.

99.1 Press Release dated May 5, 2016.

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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/ Anthony E. Hull  
Anthony E. Hull,  
Executive Vice  
President, Chief  
Financial Officer and  
Treasurer

Date: May 5, 2016

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/ Anthony E. Hull  
Anthony E. Hull,  
Executive Vice  
President, Chief  
Financial Officer and  
Treasurer

Date: May 5, 2016

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