

REALPAGE INC  
Form 10-Q/A  
November 09, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number: 001-34846

# RealPage, Inc.

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>75-2788861</b> (I.R.S. Employer Identification No.)
<b>4000 International Parkway</b>  <b>Carrollton, Texas</b> (Address of principal executive offices)	<b>75007-1951</b> (Zip Code)
<b>(972) 820-3000</b>	
(Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 31, 2012
Common Stock, \$0.001 par value	75,433,360

**EXPLANTORY NOTE**

RealPage, Inc. (the Registrant ) is filing this amendment (the Form 10-Q/A ) to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (the Form 10-Q ), filed with the U.S. Securities and Exchange Commission on November 9, 2012, solely to correct errors on Exhibits 32.1 and 32.2. The certifications in each of Exhibits 32.1 and 32.2 incorrectly indicate that the Form 10-Q covered the period ended June 30, 2012 rather than the period ended September 30, 2012. Exhibits 32.1 and 32.2 of this Form 10-Q/A correctly indicate that the period covered by the Form 10-Q, as amended by this Form 10-Q/A, is for the period ended September 30, 2012.

This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q. Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures.

**PART II OTHER INFORMATION**

**Item 6. Exhibits.**

The exhibits required to be furnished pursuant to Item 6 are listed in the Exhibit Index filed herewith, which Exhibit Index is incorporated herein by reference.

**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 thereunto duly authorized.

Date: November 9, 2012

RealPage, Inc.

By /s/ Timothy J. Barker  
Timothy J. Barker  
Chief Financial Officer and Treasurer

## EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
3.1	Amended and Restated Certificate of Incorporation of the Registrant	S-1	07/26/2010	3.2	
3.2	Amended and Restated Bylaws of the Registrant	S-1	07/26/2010	3.4	
4.1	Form of Common Stock certificate of the Registrant	S-1	07/26/2010	4.1	
4.2	Shareholders Agreement among the Registrant and certain stockholders, dated December 1, 1998, as amended July 16, 1999 and November 3, 2000	S-1	04/29/2010	4.2	
4.3	Second Amended and Restated Registration Rights Agreement among the Registrant and certain stockholders, dated February 22, 2008	S-1	04/29/2010	4.3	
4.4	Registration Rights Agreement among the Registrant and certain stockholders, dated July 29, 2012	S-3	09/13/2012	4.4	
10.1	Amended and Restated Employment Agreement between the Registrant and Janine Steiner Jovanovic, dated August 1, 2012	S-3	09/13/2012	99.1	
10.2	Amended and Restated Employment Agreement between the Registrant and William P. Chaney, dated August 1, 2012	S-3	09/13/2012	99.2	
10.3	Amended and Restated Employment Agreement between the Registrant and Alex Chang, dated August 1, 2012	S-3	09/13/2012	99.3	
10.4	First Amendment to Amended and Restated Credit Agreement by and among the Registrant, Wells Fargo Capital Finance, LLC and the lenders party thereto, dated September 12, 2012	S-3	09/13/2012	99.4	
10.5	Underwriting Agreement by and among the Registrant, the Selling Stockholders party thereto and Credit Suisse Securities (USA) LLC, dated September 14, 2012	8-K	09/19/2012	1.01	
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 153-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	10-Q	11/09/2012	31.1	
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 153-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	10-Q	11/09/2012	31.2	
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*				
32.2	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*				
101.INS	Instance	10-Q	11/09/2012	101.INS	
101.SCH	Taxonomy Extension Schema	10-Q	11/09/2012	101.SCH	
101.CAL	Taxonomy Extension Calculation	10-Q	11/09/2012	101.CAL	
101.LAB	Taxonomy Extension Labels	10-Q	11/09/2012	101.LAB	
101.PRE	Taxonomy Extension Presentation	10-Q	11/09/2012	101.PRE	
101.DEF	Taxonomy Extension Definition	10-Q	11/09/2012	101.DEF	

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\* Furnished herewith

In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and not deemed filed or a part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as set forth by specific reference in such filing.