

RE/MAX Holdings, Inc.
Form SC 13G/A
January 06, 2016

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 4)**

RE/MAX HOLDINGS, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

75524W108

(CUSIP Number)

December 18, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 75524W108

1. Name of Reporting Persons.
RIHI, Inc.
2. Check the Appropriate Box if a Member of a Group
a)
b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
12,559,600 (See Item 4) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
12,559,600 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
12,559,600
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
41.67%
12. Type of Reporting Person
CO

CUSIP No. 75524W108

1. Name of Reporting Persons.
David L. Liniger
 2. Check the Appropriate Box if a Member of a Group
 - a)
 - b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
12,559,600 (See Item 4) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
12,559,600 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
12,559,600
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
41.67%
 12. Type of Reporting Person
IN

CUSIP No. 75524W108

- | | | |
|---|--|--|
| 1. | Name of Reporting Persons.
Gail A. Liniger | |
| 2. | Check the Appropriate Box if a Member of a Group
a) <input type="radio"/>
b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
United States | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
12,559,600 (See Item 4) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
12,559,600 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
12,559,600 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
41.67% | |
| 12. | Type of Reporting Person
IN | |

Item 1.

- (a) Name of Issuer:
RE/MAX Holdings, Inc. (the Issuer)
- (b) Address of Issuer's Principal Executive Offices:
5075 South Syracuse Street

Denver, Colorado 80237

Item 2.

- (a) Name of Person Filing:
Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

RIHI, Inc.

David L. Liniger
- (b) Gail A. Liniger
Address or Principal Business Office:
The address for each of the Reporting Persons is 5075 South Syracuse Street

Denver, Colorado 80237.
- (c) Citizenship of each Reporting Person is:
Each of the Reporting Persons is a natural person and citizen of the United States, other than RIHI, Inc., which is a corporation organized in the state of Delaware.
- (d) Title of Class of Securities:
Common Units of RMCO, LLC (Common Units), which, pursuant to the terms of the Fourth Amended and Restated RMCO, LLC Agreement, are redeemable, at the election of the holder, for, at the Issuer's option, newly issued shares of Class A common stock of the Issuer (Common Stock) on a one-for-one basis or a cash payment equal to the market price of one share of Class A common stock (subject to customary adjustments, including conversion rate adjustments, underwriting discounts, commissions and adjustments for stock splits, stock dividends and reclassifications).
- (e) CUSIP Number:
75524W108

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

RIHI, Inc. owns 12,559,600 Common Units. David L. Liniger and Gail A. Liniger share dispositive, voting and investment control over such common units of RMCO, LLC.

(b) Percent of class:

41.67%. This percentage is determined by dividing the number of Common Units convertible into shares of Common Stock of the Issuer beneficially held by the reporting persons, by 30,143,951. The denominator, 30,143,951 is the sum of (x) 17,584,351, the number of shares of Common Stock of the Issuer issued and outstanding as of December 18, 2015, and (y) 12,559,600, the number of Common Units that may be converted into shares of Common Stock by the reporting persons.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

(ii) Shared power to vote or to direct the vote

(iii) 12,559,600
Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of
12,559,600

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 6, 2016

RIHI, INC.

By:	/s/ David L. Liniger
Name:	David L. Liniger
Title:	Chairman

DAVID L. LINIGER

/s/ David L. Liniger

GAIL A. LINIGER

/s/ Gail A. Liniger