

REALPAGE INC  
Form 8-K  
February 27, 2012

**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) February 22, 2012

**REALPAGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-34846**  
(Commission

File Number)

**75-2788861**  
(IRS Employer

Identification No.)

Edgar Filing: REALPAGE INC - Form 8-K

4000 International Parkway Carrollton, Texas 75007

(Address of principal executive offices, including zip code)

(972) 820-3000

(Registrant's telephone number, including area code)

(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 (see General Instruction A.2. below):

- .. 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.***Base Salary and Target Bonus*

On February 22, 2012, the Compensation Committee (the Committee) of the Board of Directors (Board) of RealPage, Inc. (the Company) approved changes effective March 1, 2012 to the annual base salary and target bonus for the Company's principal executive officer, principal financial officer and other named executive officers as follows:

| Officer               | Title   | Base Salary | Target Bonus |
|-----------------------|---|-------------|--------------|
| Stephen T. Winn       | Chairman of the Board, Chief Executive Officer and Director | \$ 475,000  | \$ 475,000   |
| Timothy J. Barker     | Chief Financial Officer and Treasurer                       | 380,000     | 237,500      |
| Dirk D. Wakeham       | President   | 350,000     | 175,000      |
| Margot Leberberg      | Executive Vice President, Chief Legal Officer and Secretary | 350,000     | 175,000      |
| Ashley Chaffin Glover | Executive Vice President, Chief Sales and Marketing Officer | 340,000     | 212,500      |

*Equity Incentive Awards*

On February 22, 2012, the Committee granted awards of options to purchase shares of our common stock and awards of restricted stock under our 2010 Equity Incentive Plan to our principal executive officer, principal financial officer and other named executive officers as follows:

| Named Executive Officer | Title   | Stock Option Awards | Restricted Stock Awards |
|-------------------------|---|---------------------|-------------------------|
| Stephen T. Winn         | Chief Executive Officer and Chairman of the Board           | 100,000             | 50,000                  |
| Timothy J. Barker       | Chief Financial Officer and Treasurer                       | 70,000              | 35,000                  |
| Dirk D. Wakeham         | President   | 30,000              | 15,000                  |
| Margot Leberberg        | Executive Vice President, Chief Legal Officer and Secretary | 50,000              | 25,000                  |
| Ashley Chaffin Glover   | Executive Vice President, Chief Sales and Marketing Officer | 50,000              | 25,000                  |

The stock option awards and restricted stock awards are governed by our 2010 Equity Incentive Plan and the forms of award agreements approved for use thereunder, copies of which were filed with the Commission as Exhibit 10.4 to Amendment No. 3 to our Registration Statement on Form S-1 (File No. 333-166397) on July 26, 2010 and Exhibits 4.6 through 4.9 of our Registration Statement on Form S-8 (File No. 333-168878) on August 17, 2010.

The stock option awards have an exercise price equal to the closing price per share of our common stock on the effective date of the grant. Each stock option award vests as to 5% of the shares of subject to such award on the first day of each calendar quarter, beginning on the first day of the calendar quarter following the date of grant, for 15 consecutive calendar quarters and as to the remaining 25% of the shares subject to such option on the first day of the calendar quarter following such 15<sup>th</sup> consecutive calendar quarter. The unvested shares of restricted common stock subject to each restricted stock award are subject to forfeiture to us upon certain events. Each restricted stock award vests as to 6.25% of the shares subject to such restricted stock award on the first day

of each calendar quarter, beginning on the first day of the calendar quarter following the date of grant, for 16 consecutive quarters. Vesting of stock option awards and restricted stock awards is contingent on the recipient's continued status as our service provider or as a service provider of one of our subsidiaries as of each applicable vesting date.

In addition to the foregoing vesting, the stock option awards and restricted stock awards granted to Mr. Winn, Mr. Barker and Ms. Lebenberg will vest as to 100% of the unvested shares subject to each such award upon any change in control of the Company.

*2011 Management Incentive Plan Bonus*

On February 22, 2012, the Committee determined and approved bonuses under our 2011 Management Incentive Plan ( 2011 MIP ) for our named executive officers for the fiscal year ended December 31, 2011 as follows:

| Named Executive Officer | Total 2011 MIP<br>Bonus |
|-------------------------|-------------------------|
| Stephen T. Winn         | \$ 135,000              |
| Timothy J. Barker       | \$ 67,860               |
| Dirk D. Wakeham         | \$ 68,063               |
| Margot Lebenberg        | \$ 55,250               |
| Ashley Chaffin Glover   | \$ 46,750               |

The above amounts were determined and approved by the Committee utilizing performance metrics under the 2011 MIP.

*2012 Management Incentive Plan*

On February 22, 2012, the Committee approved the Management Incentive Plan for 2012 ( 2012 MIP ). Our named executive officers participate in the 2012 MIP. The 2012 MIP target bonus for Mr. Winn is 100% of Mr. Winn's base salary with a maximum bonus potential of 200% of Mr. Winn's target bonus for achieving financial and individual performance objectives in excess of the targets and a minimum bonus potential of 0% of Mr. Winn's target bonus. The 2012 MIP target bonus for Mr. Barker and Ms. Chaffin Glover is 62.5% of such named executive officer's base salary with a maximum bonus potential of 200% of such named executive officer's target bonus for achieving financial and individual performance objectives in excess of the targets and a minimum bonus potential of 0% of such named executive officer's target bonus. The 2012 MIP target bonus of Mr. Wakeham and Ms. Lebenberg is 50% of such named executive officer's base salary with a maximum bonus potential of 200% of such named executive officer's target bonus for achieving financial and individual performance objectives in excess of the targets and a minimum bonus potential of 0% of such named executive officer's target bonus. The performance metrics under the 2012 MIP are the same as the performance metrics under our 2011 MIP and include revenue and adjusted EBITDA targets and individual performance ratings. For each of Mr. Winn, Mr. Barker and Ms. Lebenberg, the achievement of 2012 bonus targets for overall corporate revenue, overall corporate adjusted EBITDA and individual performance ratings are weighted 30%, 45% and 25%, respectively. For each of Mr. Wakeham and Ms. Chaffin Glover, the achievement of 2012 bonus targets for overall corporate revenue, overall corporate adjusted EBITDA and individual performance ratings are weighted 45%, 30% and 25%, respectively.

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>                     |
|--------------------|--|
| 10.1               | Form of 2012 Management Incentive Plan |

**SIGNATURE**

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.

**REALPAGE, INC.**

By: /s/ Margot Leberberg

Margot Leberberg

Chief Legal Officer

Date: February 24, 2012

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                     |
|--------------------|--|
| 10.1               | Form of 2012 Management Incentive Plan |