

REALOGY HOLDINGS CORP.

Form 424B3

July 18, 2013

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-187816

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Maximum offering price per share	Maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	25,125,070	\$47.57	\$1,195,199,580	\$163,025.23(1)

(1) Calculated in accordance with Rule 457(r) promulgated under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT
TO PROSPECTUS DATED APRIL 9, 2013

25,125,070 Shares

Realogy Holdings Corp.

Common Stock

This prospectus supplement relates to the shares of common stock of Realogy Holdings Corp. being sold by the selling stockholders identified in this prospectus supplement. We will not receive any proceeds from the sale of shares of common stock to be sold by the selling stockholders.

Our common stock is listed for trading on the New York Stock Exchange (the NYSE) under the symbol RLGY. The last reported sale price of our common stock on the NYSE on July 16, 2013 was \$49.29 per share.

Investing in our common stock involves risks. See Risk Factors on page S-12 of this prospectus supplement and the risk factors included in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

The underwriters have agreed to purchase shares of our common stock from the selling stockholders at a price of \$47.57 per share, which will result in approximately \$1.2 billion of proceeds to the selling stockholders. The underwriters may offer the shares of common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. See Underwriting.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on or about July 22, 2013.

Goldman, Sachs & Co.

J.P. Morgan

July 16, 2013.

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You should rely only on the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus prepared by or on behalf of us. We and the selling stockholders have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The selling stockholders are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus prepared by or on behalf of us is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains specific information about the selling stockholders and the terms on which the selling stockholders are offering and selling our shares of common stock. The second part is the accompanying prospectus, dated April 9, 2013, which contains and incorporates by reference important business and financial information about us and other information about this offering. This prospectus supplement and the accompanying prospectus are part of an automatic shelf registration statement that we filed with the Securities and Exchange Commission (the "SEC"), as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the "Securities Act").

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference herein as described herein and therein, and any free writing prospectus that we prepare and distribute. We, the underwriters and the selling stockholders have not authorized anyone to provide you with information different from that contained in or incorporated by reference into this prospectus, the accompanying prospectus supplement or any such free writing prospectus.

This prospectus supplement and the accompanying prospectus do not contain all of the information included in the registration statement as permitted by the rules and regulations of the SEC. For further information, we refer you to the registration statement on Form S-3, including its exhibits, of which this prospectus supplement forms a part. We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and therefore file reports and other information with the SEC. Statements contained in this prospectus supplement and the accompanying prospectus about the provisions or contents of any agreement or other document are only summaries. If SEC rules require that any agreement or document be filed as an exhibit to the registration statement, of which this prospectus supplement forms a part, you should refer to that agreement or document for its complete contents.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

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FORWARD-LOOKING STATEMENTS

Forward-looking statements included in this prospectus supplement, the accompanying prospectus, information incorporated by reference herein and therein and any related free writing prospectus are based on various facts and derived utilizing numerous important assumptions that are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives, as well as projections of macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact economic trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," and similar expressions or future or conditional verbs such as "will," "should," and "could" are generally forward looking in nature and not historical facts. You should understand that the following important factors could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements:

risks related to general business, economic, employment and political conditions and the U.S. residential real estate markets, either regionally or nationally, including but not limited to:

a lack of improvement in the number of homesales, stagnant or declining home prices and/or a deterioration in other economic factors that particularly impact the residential real estate market and the business segments in which we operate;

a lack of improvement in consumer confidence;

the impact of recessions, slow economic growth, disruptions in the banking system and high levels of unemployment in the U.S. and abroad;

increasing mortgage rates and down payment requirements and/or constraints on the availability of mortgage financing, including but not limited to the potential impact of various provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and regulations that may be promulgated thereunder relating to mortgage financing as well as other factors that tighten underwriting standards;

legislative, tax or regulatory changes that would adversely impact the residential real estate market, including potential reforms of the Federal National Mortgage Association ("Fannie Mae"), the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal Housing Administration, and potential tax code reform, which could reduce the amount that taxpayers would be allowed to deduct for home mortgage interest;

negative trends and/or a negative perception of the market trends in value for residential real estate;

renewed high levels of foreclosure activity including but not limited to the release of homes already held for sale by financial institutions;

insufficient or excessive regional home inventory levels;

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the inability or unwillingness of homeowners to enter into homesale transactions due to negative equity in their existing homes; and

lower homeownership rates or failure of homeownership rates to return to more typical levels;

our geographic and high-end market concentration, particularly with respect to our company owned brokerage operations;

our inability to enter into franchise agreements with new franchisees or to realize royalty revenue growth from them;

our inability to renew existing franchise agreements or maintain franchisee satisfaction with our brands;

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existing franchisees may incur operating losses if sales volume decreases which may impede their ability to grow or continue operations. Additionally, debt incurred by our franchisees during the downturn may hinder long-term growth and their ability to pay back indebtedness;

disputes or issues with entities that license us their trade names for use in our business that could impede our franchising of those brands;

actions by our franchisees that could harm our business or reputation, non-performance of our franchisees, controversies with our franchisees or actions against us by third parties with which our franchisees have business relationships;

competition in our existing and future lines of business;

our failure to comply with laws, regulations and regulatory interpretations and any changes in laws, regulations and regulatory interpretations;

seasonal fluctuations in the residential real estate brokerage business which could adversely affect our business, financial condition and liquidity;

the loss of any of our senior management or key managers or employees or other significant labor or employment issues;

the failure or significant disruption from various causes of our critical information technologies;

adverse effects of natural disasters or environmental catastrophes;

risks related to our international operations;

risks associated with our substantial indebtedness and interest obligations, including risks related to having to dedicate a substantial portion of our cash flows from operations to service our debt, risks related to our ability to refinance our indebtedness and to incur additional indebtedness, risks associated with our ability to comply with our senior secured leverage ratio covenant under our senior secured credit facility, interest rate risk, and risks related to an event of default under our outstanding indebtedness;

changes in corporate relocation practices resulting in fewer employee relocations;

an increase in the claims rate of our title underwriter;

our inability to securitize certain assets of our relocation business, which would require us to find an alternative source of liquidity that may not be available, or if available, may not be on favorable terms;

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limitations on flexibility in operating our business due to restrictions contained in our debt agreements;

risks that could materially adversely impact our equity investment in PHH Home Loans LLC, our joint venture with PHH Corporation, including increases in mortgage interest rates, decreases in operating margins, and the impact of regulatory changes, litigation, investigations and inquiries;

any remaining resolutions or outcomes with respect to Cendant Corporation's contingent liabilities, including any adverse impact on our future cash flows;

any adverse resolution of litigation, governmental proceedings or arbitration awards; and

new types of taxes or increases in state, local or federal taxes that could diminish profitability or liquidity.

Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect, our actual results may vary in material respects from those projected in these forward-looking statements. You should consider these important factors, as well as the risk factors set forth in our Annual Report filed on Form 10-K for the year ended December 31, 2012 (the "10-K"), which is incorporated by reference, the accompanying prospectus and in the other documents incorporated by reference herein and therein, in evaluating any statement made in this prospectus supplement.

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Any forward-looking statement made by us in this prospectus supplement, the accompanying prospectus or in any documents incorporated by reference herein speaks only as of the date on which we make it. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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TRADEMARKS AND SERVICE MARKS

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our business. Some of the more important trademarks that we own or have rights to use that appear in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, include the CENTURY 21[®], COLDWELL BANKER[®], ERA[®], THE CORCORAN GROUP[®], COLDWELL BANKER COMMERCIAL[®], SOTHEBY S INTERNATIONAL REALTY[®] and BETTER HOMES AND GARDENS[®] REAL ESTATE marks, which are registered in the United States and/or registered or pending registration in other jurisdictions, as appropriate, to the needs of our relevant business. Each trademark, trade name or service mark of any other company appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, is owned by such company.

MARKET AND INDUSTRY DATA AND FORECASTS

This prospectus supplement includes and incorporates by reference data, forecasts and information obtained from independent trade associations, industry publications and surveys and other information available to us. Some data is also based on our good faith estimates, which are derived from management's knowledge of the industry and independent sources. The National Association of Realtors (NAR), Fannie Mae and Freddie Mac were the primary sources for third-party industry data and forecasts. While data provided by NAR and Fannie Mae are two indicators of the direction of the residential housing market, we believe that homesale statistics will continue to vary between us, on the one hand, and NAR and Fannie Mae, on the other, because they use survey data in their historical reports and forecasting models whereas we use data based on actual reported results. In addition to the differences in calculation methodologies, there are geographical differences and concentrations in the markets in which we operate versus the national market. For instance, comparability is impaired due to NAR's utilization of seasonally adjusted annualized rates whereas we report actual period over period changes and their use of median price for their forecasts compared to our average price. Additionally, NAR data is subject to periodic review and revision. While we believe that the industry data presented herein is derived from the most widely recognized sources for reporting U.S. residential housing market statistical data, we do not endorse or suggest reliance on this data alone.

Forecasts regarding rates of home ownership, median sales price, volume of homesales and other metrics included in the documents incorporated by reference herein to describe the housing industry are inherently uncertain or speculative in nature and actual results for any period may materially differ. Industry publications and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but such information may not be accurate or complete. We have not independently verified any of the data from third-party sources nor have we ascertained the underlying economic assumptions relied upon therein. Statements as to our market position are based on market data currently available to us. While we are not aware of any misstatements regarding industry data provided herein, our estimates involve risks and uncertainties and are subject to change based upon various factors, including those discussed under the headings Risk Factors and Forward-Looking Statements and other factors discussed in the documents incorporated by reference herein. Similarly, we believe our internal research is reliable, even though such research has not been verified by any independent sources.

CERTAIN DEFINED TERMS

Except as otherwise indicated or unless the context otherwise requires, the terms we, us, our, our company, Realogy, Realogy Holdings and Realogy Company refer to Realogy Holdings Corp., a Delaware corporation, and its consolidated subsidiaries, including Realogy Intermediate Holdings LLC, a Delaware limited liability company (Realogy Intermediate), and Realogy Group LLC, a Delaware limited liability company

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(Realogy Group). Neither Realogy Holdings, the indirect parent of Realogy Group, nor Realogy Intermediate, the direct parent company of Realogy Group, conducts any operations other than with respect to its respective direct or indirect ownership of Realogy Group.

As used in this prospectus supplement, the term Unsecured Notes refers, collectively, to our previously outstanding 11.50% Senior Notes due 2017 (the 11.50% Senior Notes), 12.00% Senior Notes due 2017 (the 12.00% Senior Notes), 12.375% Senior Subordinated Notes due 2015 (the 12.375% Senior Subordinated Notes) and 13.375% Senior Subordinated Notes due 2018 (the 13.375% Senior Subordinated Notes and together with the 12.375% Senior Subordinated Notes, the Senior Subordinated Notes). The term 3.375% Senior Notes refers to our 3.375% Senior Notes due 2016. The term Convertible Notes refers, collectively, to our previously outstanding 11.00% Series A Convertible Notes due 2018, the 11.00% Series B Convertible Notes due 2018 and the 11.00% Series C Convertible Notes due 2018. The term 7.875% First and a Half Lien Notes refers to our 7.875% Senior Secured Notes due 2019. The term 9.000% First and a Half Lien Notes refers to our 9.000% Senior Secured Notes due 2020. The term First and a Half Lien Notes refers, collectively, to our 7.875% First and a Half Lien Notes and 9.000% First and a Half Lien Notes. The term First Lien Notes refers to our 7.625% Senior Secured First Lien Notes due 2020.

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PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights information contained elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus. You should read in their entirety this prospectus supplement, the accompanying prospectus and any related free writing prospectus, together with all documents incorporated by reference herein and therein, carefully before making an investment decision to purchase our common stock. You should also carefully consider the matters discussed, and incorporated by reference herein and therein, including in the section entitled *Risk Factors* in the 10-K. All amounts in this prospectus supplement are expressed in U.S. dollars and the financial statements have been prepared in accordance with generally accepted accounting principles in the United States (GAAP).*

Our Company

We are the preeminent and most integrated provider of residential real estate services in the U.S. We are the world's largest franchisor of residential real estate brokerages with some of the most recognized brands in the real estate industry, the largest owner of U.S. residential real estate brokerage offices, the largest U.S. and a leading global provider of outsourced employee relocation services and a significant provider of title and settlement services. Our owned and franchised brokerage businesses are more than two and a half times larger than their nearest competitor and, in 2012, we were involved in approximately 26% of domestic existing homesale transaction volume that involved a real estate brokerage firm. Our revenue is derived on a fee-for-service basis, and given our breadth of complementary service offerings, we are able to generate fees from multiple aspects of a residential real estate transaction. Our operating platform is supported by our portfolio of industry leading franchise brokerage brands, including Century 21[®], Coldwell Banker[®], Coldwell Banker Commercial[®], ERA[®], Sotheby's International Realty[®] and Better Homes and Gardens[®] Real Estate and we also own and operate the Corcoran Group[®] and CitiHabitats brands. Our multiple brands and operations allow us to derive revenue from many different segments of the residential real estate market, in many different geographies and at varying price points.

Recent Developments

The following preliminary, unaudited financial information reflects our expectations with respect to our results of operations for the quarter ended June 30, 2013, based on currently available information. We have not yet finalized our financial statements as of and for the quarter ended June 30, 2013, and our independent registered public accounting firm has not audited, reviewed, compiled or performed any procedures with respect to the preliminary financial information presented below and accordingly does not express an opinion or any form of assurance with respect thereto. Actual results for the period may differ materially from the preliminary estimates presented below.

Preliminary Results for the Quarter Ended June 30, 2013

Net revenue for the three months ended June 30, 2013 is expected to be in the range of \$1.529 billion to \$1.539 billion, representing an increase of 17% to 18% compared to the three months ended June 30, 2012. Adjusted EBITDA for the three months ended June 30, 2013 is expected to be in the range of \$276 million to \$280 million, representing a 26% to 28% increase compared to the three months ended June 30, 2012. Net income attributable to Realogy Holdings for the quarter is expected to be in the range of \$80 million to \$90 million, an improvement of approximately \$110 million compared to the three months ended June 30, 2012. The 2013 second quarter net income is after taking into account approximately \$67 million of interest expense, \$44 million of depreciation and amortization, \$43 million of loss on the early extinguishment of debt and \$26 million of expense relating to the April 2013 issuance of common stock under the phantom value plan, which was primarily non-cash. Basic earnings per share for the three months ended June 30, 2013 is expected to be in the range of \$0.55 to \$0.62, or, excluding the loss on early extinguishment of debt and phantom value plan expense, \$1.03 to \$1.09.

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The significant improvement in our expected second quarter Adjusted EBITDA is a result of our increased homesale transaction volume, the strength of our business model and the strength of the housing market recovery. Our homesale transaction volume increased 21% year-over-year during the quarter, which is four percentage points higher than the top end of our prior guidance issued on May 1, 2013. The increased volume is attributed to demand outstripping supply, moderately improved inventory levels and continued historically high affordability levels despite a rising mortgage rate environment.

On a combined basis, which includes RFG and NRT, our overall second quarter homesale transaction volume (homesale transaction sides times average sale price) improved 21% year-over-year (compared to our previously stated guidance range of 14% to 17% issued on May 1, 2013). Specifically, RFG had a 10% increase in homesale transaction sides and a 10% increase in average homesale price year-over-year during the second quarter to approximately \$237,000, while NRT, with its concentration in 35 major metropolitan markets, had a 12% increase in homesale transaction sides and a 7% increase in average homesale price to approximately \$478,000.

Based on the visibility we have into the coming months from our open contracts in June and July, we currently anticipate third quarter 2013 homesale transaction volume to increase in the high teens year-over-year on a RFG and NRT combined basis, leading to continued strength in revenue and EBITDA growth in the third quarter.

In addition, the number of business days in the second quarter of 2013 was unchanged from the second quarter of 2012, whereas the third quarter of 2013 will include one additional business day compared to the same period in 2012.

At June 30, 2013, our net debt was \$4.0 billion, which included \$140 million of borrowings under our revolving credit facility.

A reconciliation of net income (loss) attributable to Realogy Holdings to Adjusted EBITDA for the three months ended June 30, 2012 and the anticipated range of net income attributable to Realogy Holdings to Adjusted EBITDA for the three months ended June 30, 2013 is set forth in the following table:

	Three Months Ended June 30, 2013		Three Months Ended June 30, 2012
	Low	High	
Net income (loss) attributable to Realogy Holdings	\$ 80	\$ 90	\$ (25)
Income tax expense	12	6	8
Income (loss) before income taxes	92	96	(17)
Interest expense, net	67	67	176
Depreciation and amortization	44	44	44
EBITDA	\$ 203	\$ 207	\$ 203
Restructuring costs and former parent legacy costs (benefit), net	2	2	2
Loss on the early extinguishment of debt	43	43	
Non-cash charges	19	19	(4)
Pro forma cost savings for restructuring initiatives	2	2	
Pro forma effect of business optimization initiatives	3	3	11
Non-recurring fair value adjustments for purchase accounting	1	1	1
Pro forma effect of acquisitions and new franchisees	1	1	1
Apollo management fees			4
Fees for secondary offering	1	1	
Incremental securitization interest costs	1	1	1
Adjusted EBITDA	\$ 276	\$ 280	\$ 219

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See note (3) in Summary Historical Consolidated Financial Data below for the definitions of EBITDA and Adjusted EBITDA and a discussion of the limitations of such non-GAAP measures and the adjustments.

A reconciliation of the anticipated range of the net loss attributable to Realogy Holdings to Adjusted EBITDA for the twelve months ended June 30, 2013 and June 30, 2012 is set forth in the following table:

	Twelve Months Ended June 30, 2013		Twelve Months Ended June 30, 2012
	Low	High	
Net loss attributable to Realogy Holdings	\$ (323)	\$ (313)	\$ (399)
Income tax expense	44	38	45
Loss before income taxes	(279)	(275)	(354)
Interest expense, net	338	338	672
Depreciation and amortization	170	170	182
EBITDA	\$ 229	\$ 233	\$ 500
Restructuring costs and former parent legacy costs (benefit), net	5	5	8
IPO related costs for the Convertible Notes	361	361	
Loss on the early extinguishment of debt	64	64	6
Non-cash charges	19	19	
Pro forma cost savings for restructuring initiatives	4	4	8
Pro forma effect of business optimization initiatives	21	21	48
Non-recurring fair value adjustments for purchase accounting	2	2	4
Pro forma effect of acquisitions and new franchisees	5	5	7
Apollo management fees	31	31	15
Fees for secondary offering	1	1	
Incremental securitization interest costs	6	6	3
Adjusted EBITDA	\$ 748	\$ 752	\$ 599

See note (3) in Summary Historical Consolidated Financial Data below for the definitions of EBITDA and Adjusted EBITDA and a discussion of the limitations of such non-GAAP measures and the adjustments.

Redemptions and Notes Offering

In April 2013, Realogy Holdings used the remaining net proceeds from its initial public offering, cash on hand and for the 12.00% Senior Notes only, borrowings under its revolving credit facility to redeem (i) all of the approximately \$130 million aggregate outstanding principal amount of its 12.00% Senior Notes for a total consideration of approximately \$138 million, which amount included the applicable redemption premium and accrued interest and (ii) all of the approximately \$200 million aggregate outstanding principal amount of its 12.375% Senior Subordinated Notes and 13.375% Senior Subordinated Notes for a total consideration of approximately \$201 million, which amount included accrued interest and for the 13.375% Senior Subordinated Notes, the applicable redemption premium.

On April 26, 2013, Realogy Group, our indirect wholly-owned subsidiary, issued \$500 million aggregate principal amount of 3.375% Senior Notes, and the net proceeds of approximately \$494 million from that offering, together with borrowings under its revolving credit facility, were used to redeem all of the \$492 million aggregate outstanding principal amount of its 11.50% Senior Notes. On May 28, 2013, Realogy Group completed the 11.50% Senior Notes redemption and paid total consideration of approximately \$527 million, which included the applicable redemption premium and accrued interest.

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April 2013 Secondary Offering and this Offering

On April 16, 2013, the Company completed a public offering of 40.25 million shares of its common stock, which were offered by the selling stockholders in this offering at a price of \$44.00 per share (the April 2013 Offering). The Company did not receive any proceeds from the April 2013 Offering, and after completion of that offering, funds affiliated with or managed by Apollo Management VI, L.P., an entity affiliated with Apollo Management, L.P. (collectively referred to as Apollo), held approximately 25.1 million shares of common stock equal to an approximate 17% ownership interest in the Company.

After giving effect to this offering, the selling stockholders will no longer own any common stock of the Company and the existing securityholders agreement with such selling stockholders will terminate.

Pursuant to the terms of our Phantom Value Plan, certain of our executive officers are eligible to receive payment, at their election, in shares of our common stock, cash or a combination thereof, as a result of the sale of shares of common stock by RCIV Holdings (Luxembourg) S.à r.l, a selling stockholder in this offering and an affiliate of Apollo. Such officers have elected to receive all of such payment in shares of common stock which would result in an aggregate payment of 413,131 shares of common stock to such officers following this offering (consisting of 359,247 unrestricted shares, before giving effect to the forfeiture of shares to pay the officers' minimum withholding taxes upon issuance of the shares, and 53,884 shares in restricted stock awards) and, assuming a price per share of \$47.57 (the purchase price for this offering), a third quarter 2013 charge of approximately \$18 million. In addition, we will recognize a \$26 million charge in the second quarter 2013 related to the issuance of shares pursuant to elections of certain of our executive officers under the Phantom Plan in connection with the April 2013 Offering (consisting of 575,515 unrestricted shares, or 302,973 net shares after giving effect to the forfeiture of 272,542 of such shares to pay the officers' minimum withholding taxes upon issuance of the shares, and 86,322 shares in restricted stock awards). See also Capitalization.

Board of Directors

On June 26, 2013, Jessica M. Bibliowicz and Fiona P. Dias were appointed to our board of directors (the Board of Directors). Concurrent with these appointments, we announced the resignation of Scott M. Kleinman from our Board of Directors. Ms. Bibliowicz and Ms. Dias have been determined by the Board of Directors to be independent directors for purposes of the listing standards of the NYSE.

We have been informed by Apollo that immediately following the closing of this offering, Travis W. Hennings and M. Ali Rashid, representatives of Apollo, will resign from our Board of Directors. As a result, our Board of Directors will consist of five independent directors, our Chairman and Chief Executive Officer, and one non-management director who is not independent. We continue to consider potential candidates for inclusion on our Board of Directors as additional independent directors.

Corporate Information

Our headquarters are located at 175 Park Avenue, Madison, New Jersey 07940. Our general telephone number is (973) 407-2000. We were incorporated on December 14, 2006 in the State of Delaware. We maintain an Internet website at <http://www.realogy.com>. Our website address is provided as an inactive textual reference. The contents of our website or accessible through our website are not incorporated by reference herein or otherwise a part of this prospectus supplement.

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THE OFFERING

Issuer	Realogy Holdings Corp.
Common stock offered by the selling stockholders	25,125,070 shares.
Use of proceeds	The selling stockholders will receive all net proceeds from the sale of our common stock in this offering. We will not receive any of the proceeds from the sale of the shares of our common stock by the selling stockholders. See Use of Proceeds.
Dividend Policy	We do not currently anticipate paying dividends on our common stock. Any declaration and payment of future dividends to holders of our common stock may be limited by restrictive covenants in our debt agreements, and will be at the sole discretion of our Board of Directors and will depend on many factors, including our financial condition, earnings, capital requirements, level of indebtedness, statutory and contractual restrictions applicable to the payment of dividends and other considerations that our Board of Directors deems relevant. See Dividend Policy.
New York Stock Exchange symbol	RLGY.
Risk factors	Investing in our common stock involves risks. See the sections titled Risk Factors, in this prospectus supplement, the accompanying prospectus, any free writing prospectus prepared by or on behalf of us and the documents incorporated by reference herein or therein, including the 10-K, for a discussion of certain risks you should consider before investing in our common stock.
As of July 10, 2013, we had 145,788,243 shares outstanding (which includes the issuance of shares under the Phantom Value Plan in April 2013 in connection with the April 2013 Offering). The number of shares of common stock outstanding excludes as of July 10, 2013:	

approximately 1.6 million shares of common stock reserved for future issuance under the Realogy Holdings 2007 Stock Incentive Plan, including (i) an aggregate of 0.5 million shares of common stock issuable upon the exercise of currently exercisable options at a weighted average exercise price of \$35.45, and (ii) 1.0 million shares of common stock issuable upon the exercise of outstanding options which have not yet vested, at a weighted average exercise price of \$21.37; and

approximately 6.5 million shares of common stock reserved for future issuance under the 2012 Long-Term Incentive Plan, including (i) an aggregate of 1.7 million shares issuable upon the exercise of outstanding options, which have not yet vested, at a weighted average exercise price of \$27.12, (ii) 0.04 million shares of common stock underlying restricted stock unit awards and (iii) 0.4 million shares of common stock issuable pursuant to the Phantom Value Plan in connection with this offering.

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The following table presents our summary historical audited and unaudited consolidated financial data and operating statistics. The consolidated statement of operations data and cash flow data for the years ended December 31, 2012, 2011 and 2010 and the consolidated balance sheet data as of December 31, 2012 and 2011 have been derived from our audited consolidated financial statements incorporated by reference in this prospectus supplement. The consolidated balance sheet data as of December 31, 2010 have been derived from our audited consolidated financial statements not incorporated by reference in this prospectus supplement. The unaudited condensed consolidated statement of operations data and cash flow data for the three months ended March 31, 2013 and 2012, and the unaudited condensed consolidated balance sheet data as of March 31, 2013 have been derived from our unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement. The condensed consolidated financial statements, in the opinion of management, include all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the financial position and results of operations as of the dates and for the periods indicated. Our results of operations for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the full year.

The summary historical consolidated financial data and operating statistics presented below should be read in conjunction with the sections in this prospectus supplement titled *Use of Proceeds* and *Capitalization* and our consolidated financial statements, the accompanying notes and the other financial information incorporated by reference in this prospectus supplement.

(In millions, except per share data)	As of and For the Three Months Ended March 31,		As of and For the Year Ended December 31,		
	2013	2012	2012	2011	2010
Statement of Operations Data:					
Net revenue	\$ 957	\$ 875	\$ 4,672	\$ 4,093	\$ 4,090
Total expenses ⁽¹⁾	1,033	1,070	5,235	4,526	4,084
Income (loss) before income taxes, equity in earnings and noncontrolling interests	(76)	(195)	(563)	(433)	6
Income tax expense	7	7	39	32	133
Equity in earnings of unconsolidated entities	(9)	(10)	(62)	(26)	(30)
Net loss	(74)	(192)	(540)	(439)	(97)
Less: Net income attributable to noncontrolling interests	(1)		(3)	(2)	(2)
Net loss attributable to Realogy Holdings ⁽²⁾	\$ (75)	\$ (192)	\$ (543)	\$ (441)	\$ (99)
Basic loss per share	\$ (0.52)	\$ (23.95)	\$ (14.41)	\$ (55.01)	\$ (12.35)
Diluted loss per share	(0.52)	(23.95)	(14.41)	(55.01)	(12.35)
Other Data:					
Interest expense, net ⁽²⁾	\$ 89	\$ 170	\$ 528	\$ 666	\$ 604
Depreciation and amortization	42	45	173	186	197
Loss on the early extinguishment of debt	3	6	24	36	
Net cash used in operating activities	(43)	(32)	(103)	(192)	(118)
Net cash used in investing activities	(16)	(20)	(66)	(49)	(70)
Net cash provided by financing activities	50	56	401	192	124
Adjusted EBITDA ⁽³⁾	\$ 71	\$ 53	\$ 674	\$ 571	\$ 633
Senior secured leverage ratio for the trailing twelve month period ⁽³⁾	3.38x	4.02x	3.30x	4.44x	4.59x
Balance Sheet Data:					
Cash and cash equivalents ⁽⁴⁾	\$ 366		\$ 376	\$ 143	\$ 192
Securitization assets ⁽⁵⁾	305		309	366	393
Total assets	7,415		7,445	7,350	7,569
Securitization obligations	239		261	327	331
Long-term debt, including short-term portion	4,471		4,366	7,150	6,892
Equity (deficit)	1,443		1,519	(1,499)	(1,063)

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- (1) Total expenses for the year ended December 31, 2012 includes costs related to our October 2012 initial public offering (IPO) of \$361 million, composed of a non-recurring cash fee of approximately \$105 million paid to certain significant holders of the Convertible Notes (attributable to the semi-annual interest payment thereon) and a non-cash expense of \$256 million relating to shares of common stock issued to holders of the Convertible Notes pursuant to letter agreements entered into in connection with the IPO.
- (2) If the IPO and related transactions as described in our final prospectus filed with the SEC on October 11, 2012 had been completed on January 1, 2012, our interest expense, net, and net loss attributable to Realogy Holdings for the year ended December 31, 2012 of \$528 million and \$543 million, respectively, would each have been reduced by \$233 million. If the \$105 million cash fee amount described in note (1) had been included in interest expense and not reflected as an IPO-related cost due to the letter agreements entered into with Convertible Note holders, our 2012 annualized cash interest savings would have been \$338 million.
- (3) We define EBITDA as net income (loss) attributable to Realogy Holdings before depreciation and amortization, interest expense, net (other than relocation services interest for securitization assets and securitization obligations) and income taxes. We believe EBITDA facilitates company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation, the age and book depreciation of facilities (affecting relative depreciation expense) and the amortization of intangibles, which may vary for different companies for reasons unrelated to operating performance. We further believe that EBITDA is frequently used by investors, securities analysts and other interested parties in their evaluation of companies, many of which present an EBITDA measure when reporting their results.

Adjusted EBITDA calculated for a 12-month period corresponds to the definition of EBITDA, calculated on a pro forma basis, used in our senior secured credit facility to calculate the senior secured leverage ratio. Adjusted EBITDA includes adjustments to EBITDA for merger costs, restructuring costs and former parent legacy costs (benefit), net, IPO related costs for the Convertible Notes, loss on the early extinguishment of debt, pro forma cost savings for restructuring initiatives, pro forma effect of business optimization initiatives, non-cash charges, non-recurring fair value adjustments for purchase accounting, pro forma effect of acquisitions and new franchisees, Apollo management fees, fees for secondary offering and incremental securitization interest costs, in each case calculated as of the beginning of the 12-month period. Adjusted EBITDA calculated for a three-month period adjusts for the same items as for a 12-month period, except that the pro forma effect of cost savings, business optimizations and acquisitions and new franchisees are calculated as of the beginning of the three-month period instead of the 12-month period. EBITDA and Adjusted EBITDA are supplemental measures of performance that are not required by, or presented in accordance with GAAP, and may be calculated differently by other companies, including other companies in our industry, limiting their usefulness as comparative measures. EBITDA and Adjusted EBITDA should not be considered in isolation or as a substitute to any GAAP measures and should be assessed alongside other performance measures, including operating income, net income and our other GAAP results. For further discussion of EBITDA and Adjusted EBITDA, see the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures in our 10-K incorporated herein by reference.

Set forth in the table below is a reconciliation of net loss attributable to Realogy Holdings to Adjusted EBITDA as calculated in accordance with the senior secured credit facility and presented in certificates delivered to the lenders under the senior secured credit facility for the years ended December 31, 2012, 2011 and 2010 and for the twelve months ended March 31, 2013. We have derived the Adjusted EBITDA data for the twelve months ended March 31, 2013 by adding the data for the year ended December 31, 2012 and the three months ended March 31, 2013 and then subtracting the data for the three months ended March 31, 2012.

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	For the Three Months Ended			For the Twelve Months Ended		
	March 31, 2013	March 31, 2012	March 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Net loss attributable to Realogy Holdings ^(a)	\$ (75)	\$ (192)	\$ (426)	\$ (543)	\$ (441)	\$ (99)
Income tax expense	7	7	39	39	32	133
Income (loss) before income taxes	(68)	(185)	(387)	(504)	(409)	34
Interest expense, net ^(a)	89	170	447	528	666	604
Depreciation and amortization	42	45	170	173	186	197
EBITDA	63	30	230	197	443	835
Merger costs, restructuring costs and former parent legacy costs (benefit), net ^(b)	1		5	4	(3)	(301)
IPO related costs for the Convertible Notes ^(a)			361	361		
Loss on the early extinguishment of debt	3	6	21	24	36	
Pro forma cost savings for restructuring initiatives ^(c)			4	7	11	20
Pro forma effect of business optimization initiatives ^(d)	4	9	30	31	52	49
Non-cash charges ^(e)	(2)		(5)	(3)	4	(4)
Non-recurring fair value adjustments for purchase accounting ^(f)		1	2	3	4	4
Pro forma effect of acquisitions and new franchisees ^(g)	1	1	6	5	7	13
Apollo management fees ^(h)		4	35	39	15	15
Incremental securitization interest costs ⁽ⁱ⁾	1	2	6	6	2	2
Adjusted EBITDA	\$ 71	\$ 53	\$ 695			