

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): January 26, 2012 (January 25, 2012)**

---

**Realogy Corporation**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**333-173250, 333-173254 and  
333-148153**  
(Commission  
File Number)

---

**20-4381990**  
(IRS Employer  
Identification No.)

**Domus Holdings Corp.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**333-173250**  
(Commission  
File Number)

**20-8050955**  
(IRS Employer  
Identification No.)

**One Campus Drive  
Parsippany, NJ 07054**  
(Address of Principal Executive Offices) (Zip Code)

**(973) 407-2000**  
(Registrant's telephone number, including area code)

**None**  
(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 1.01 Entry into a Material Definitive Agreement.**

On January 25, 2012, Realogy Corporation (the “Company”), Domus Intermediate Holdings Corp. (“Intermediate”), the Company’s parent, Domus Holdings Corp. (“Holdings”), the Company’s indirect parent, and the subsidiary guarantors named therein entered into a Purchase Agreement (the “Purchase Agreement”) with several initial purchasers named therein, relating to the sale by the Company of \$593 million aggregate principal amount of the Company’s 7.625% senior secured first lien notes due 2020 at an issue price of 100% (the “First Lien Notes”) and \$325 million aggregate principal amount of the Company’s 9.000% senior secured notes due 2020 at an issue price of 100% (the “New First and a Half Lien Notes” and, together with the First Lien Notes, the “Notes”).

The Notes will be issued in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

Each series of Notes will be guaranteed on a senior secured basis by Intermediate, and each domestic subsidiary of the Company that is a guarantor under its senior secured credit facility and certain of its outstanding securities. Each series of Notes will also be guaranteed by Holdings, on an unsecured senior subordinated basis. Each series of Notes will be secured by substantially the same collateral as the Company’s existing first lien obligations under its senior secured credit facility. The priority of the collateral liens securing the First Lien Notes will be (i) equal to the collateral liens securing the Company’s first lien obligations under its senior secured credit facility and (ii) senior to the collateral liens securing the Company’s other secured obligations that are not secured by a first priority lien, including the New First and a Half Lien Notes and the Company’s second lien obligations under its senior secured credit facility. The priority of the collateral liens securing the New First and a Half Lien Notes will be (i) junior to the collateral liens securing the Company’s first lien obligations under its senior secured credit facility and the First Lien Notes and (ii) senior to the collateral liens securing the Company’s second lien obligations under its senior secured credit facility. Subject to customary closing conditions, the sale of the Notes is expected to close on or about February 2, 2012.

The purchase agreement contains customary representations, warranties and agreements by the Company and the guarantors. In addition, the Company and the guarantors have agreed to indemnify the initial purchasers against certain liabilities, including liabilities under the Securities Act, or to contribute to payments the initial purchasers may be required to make in respect of those liabilities. Furthermore, the Company and the guarantors have agreed with the initial purchasers not to offer or sell any similar debt securities for a period of 60 days after the closing date without the prior written consent of the representative of the initial purchasers.

The Company will use proceeds from the offering of the Notes, (without giving effect to the initial purchasers’ commissions) of approximately \$918 million, (i) to prepay \$629 million of its first lien term loan borrowings under its senior secured credit facility which are due to mature in October 2013, (ii) to repay all of the \$133 million in outstanding borrowings under the portion of its revolving credit facility which is due to mature in April 2013, and (iii) to repay \$156 million of the outstanding borrowings under the portion of its revolving credit facility which is due to mature in April 2016. In conjunction with the repayments described in clauses (ii) and (iii) of \$289 million, the Company will be reducing the commitments under its revolving credit facility by a like amount.

### **Item 8.01 Other Events.**

On January 25, 2012, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit</u>
99.1	Press Release issued January 25, 2012.

**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.

Realogy Corporation

By: /s/ Anthony E. Hull

Name: Anthony E. Hull

Title: Executive Vice President, Chief Financial  
Officer and Treasurer

Date: January 26, 2012

INDEX TO EXHIBITS

Exhibit  
Number

Exhibit

99.1

Press Release issued January 25, 2012.



## REALOGY ANNOUNCES PRICING OF ITS OFFERING OF TWO SERIES OF SENIOR SECURED NOTES

**PARSIPPANY, N.J.**, (January 25, 2012) — Realogy Corporation (the “Company”) announced today that it priced \$593 million aggregate principal amount of 7.625% senior secured first lien notes due 2020 (the “First Lien Notes”) and \$325 million aggregate principal amount of 9.000% senior secured notes due 2020 (the “New First and a Half Lien Notes” and, together with the First Lien Notes, the “Notes”) in connection with its previously announced private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The closing of the private offering is expected to occur on February 2, 2012, subject to customary closing conditions.

Each series of Notes will be guaranteed on a senior secured basis by Domus Intermediate Holdings Corp., the Company’s parent, and each domestic subsidiary of the Company that is a guarantor under its senior secured credit facility and certain of its outstanding securities. Each series of Notes will also be guaranteed by Domus Holdings Corp., the Company’s indirect parent, on an unsecured senior subordinated basis. Each series of Notes will be secured by substantially the same collateral as the Company’s existing first lien obligations under its senior secured credit facility. The priority of the collateral liens securing the First Lien Notes will be (i) equal to the collateral liens securing the Company’s first lien obligations under its senior secured credit facility and (ii) senior to the collateral liens securing the Company’s other secured obligations that are not secured by a first priority lien, including the New First and a Half Lien Notes and the Company’s second lien obligations under its senior secured credit facility. The priority of the collateral liens securing the New First and a Half Lien Notes will be (i) junior to the collateral liens securing the Company’s first lien obligations under its senior secured credit facility and the First Lien Notes and (ii) senior to the collateral liens securing the Company’s second lien obligations under its senior secured credit facility.

The Notes will not be registered under the Securities Act or any state securities law and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act and applicable state securities laws. The Notes will be offered in the United States only to qualified institutional buyers under Rule 144A of the Securities Act and outside the United States under Regulation S of the Securities Act.

The Company will use proceeds from the offering of the Notes (without giving effect to the initial purchasers’ commissions) of approximately \$918 million, (i) to prepay \$629 million of its first lien term loan borrowings under its senior secured credit facility which are due to mature in October 2013, (ii) to repay all of the \$133 million in outstanding borrowings under the portion of its revolving credit facility which is due to mature in April 2013, and (iii) to repay \$156 million of the outstanding borrowings under the portion of its revolving credit facility which is due to mature in April 2016. In conjunction with the repayments described in clauses (ii) and (iii) of \$289 million, the Company will be reducing the commitments under its revolving credit facility by a like amount.

**This press release shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

## **About Realogy**

Realogy Corporation, a global provider of real estate and relocation services, has a diversified business model that includes real estate franchising, brokerage, relocation and title services. Realogy's brands and business units include Better Homes and Gardens® Real Estate, CENTURY 21®, Coldwell Banker®, Coldwell Banker Commercial®, The Corcoran Group®, ERA®, Sotheby's International Realty®, NRT LLC, Cartus and Title Resource Group. Collectively, Realogy's franchise system members operate approximately 14,300 offices with 253,000 sales associates doing business in 100 countries and territories around the world. Realogy is owned by affiliates of Apollo Management, L.P., a subsidiary of Apollo Global Management, LLC, a leading global alternative asset manager.

## **Forward Looking Statements**

*Certain statements in this press release constitute "forward-looking statements." Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Realogy Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Statements preceded by, followed by or that otherwise include the words "believes", "expects", "anticipates", "intends", "projects", "estimates" and "plans" and similar expressions or future or conditional verbs such as "will", "should", "would", "may" and "could" are generally forward-looking in nature and not historical facts. Any statements that refer to expectations or other characterizations of future events, circumstances or results are forward-looking statements.*

*Various factors that could cause actual future results and other future events to differ materially from those estimated by management include, but are not limited to: our inability to access capital, including debt refinancing, and/or securitization markets; our substantial amount of outstanding debt; our ability to comply with the affirmative and negative covenants contained in our debt agreements; adverse developments or the absence of sustained improvement in general business, economic and political conditions; adverse developments or the absence of improvement in the residential real estate markets including but not limited to the lack of sustained improvement in the number of home sales and/or further declines in home prices, low levels of consumer confidence, the impact of slow economic growth or future recessions and related high levels of unemployment in the U.S. and abroad, the termination of the federal homebuyer tax credit program, continuing high levels of foreclosures or further disruptions in the foreclosure review process, our geographic and high-end market concentration in particular to our company-owned brokerage operations and reduced availability of mortgage financing or financing availability at rates not sufficiently attractive to homebuyers; the final resolution or outcomes with respect to Cendant's remaining contingent liabilities; any outbreak or escalation of hostilities on a national, regional or international basis or adverse effects of natural disasters or environmental catastrophes; our failure to enter into or renew franchise agreements, maintain our brands or the inability of franchisees to survive the current real estate cycle; our inability to realize benefits from future acquisitions; and our inability to sustain improvements in our operating efficiency.*

*Consideration should be given to the areas of risk described above, as well as those risks set forth under the headings "Forward-Looking Statements" and "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011 and September 30, 2011, and in our other periodic reports filed from time to time, in connection with considering any forward-looking statements that may be made by us and our businesses generally. Except for our ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless we are required to do so by law.*

**Investor Relations Contact:**

Alicia Swift  
(973) 407-4669  
alicia.swift@realogy.com

**Media Contact:**

Mark Panus  
(973) 407-7215  
mark.panus@realogy.com