

REALPAGE INC  
Form SC 13G/A  
February 14, 2017

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

RealPage, Inc.  
(Name of Issuer)

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

75606N109  
(CUSIP Number)

December 31, 2016  
(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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NAME OF REPORTING PERSONS

1

JHL Capital Group LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware, United States

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

0  
11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
12  
TYPE OF REPORTING PERSON

IA



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NAME OF REPORTING PERSONS

1

JHL Capital Group Master Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

0  
11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
12  
TYPE OF REPORTING PERSON

PN



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NAME OF REPORTING PERSONS

1

JHL Capital Group Master Fund GP Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

WITH

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Item 4)

x

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON

CO





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NAME OF REPORTING PERSONS

1

JHL Capital Group L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Item 4)

x  
11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
12  
TYPE OF REPORTING PERSON

PN



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NAME OF REPORTING PERSONS

1

James H. Litinsky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

0

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0  
10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Item 4)

x  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
12 TYPE OF REPORTING PERSON

IN

CUSIP No. 75606N109

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**Item 1. (a) Name of Issuer**

RealPage, Inc.

**(b) Address of Issuer's Principal Executive Offices**

2201 Lakeside Boulevard

Richardson, Texas 75082

United States

**Item 2.**

**(a) Name of Person Filing**

The reporting persons are:

- (i) JHL Capital Group LLC ("JHL Capital Group");
- (ii) JHL Capital Group Master Fund L.P. ("Master Fund");
- (iii) JHL Capital Group Master Fund GP Ltd. ("Master Fund GP");
- (iv) JHL Capital Group L.P.; and
- (v) James H. Litinsky ("Mr. Litinsky").

**(b) Address of Principal Business Office, or, if none, Residence**

The address for JHL Capital Group, JHL Capital Group L.P. and Mr. Litinsky is 900 N. Michigan Avenue, Suite 1700, Chicago, IL 60611. The address for the Master Fund and the Master Fund GP is P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands.

**(c) Citizenship**

JHL Capital Group is a limited liability company formed under the laws of the State of Delaware. Master Fund is a limited partnership formed under the laws of the Cayman Islands. Master Fund GP is an exempted company formed under the laws of the Cayman Islands. JHL Capital Group L.P. is a limited partnership formed under the laws of the State of Delaware. Mr. Litinsky is a citizen of the United States.

**(d) Title of Class of Securities**

Common Stock, \$0.001 par value

**(e) CUSIP No.:**

75606N109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 0

(b) Percent of Class: 0%

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

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [x]

**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. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Dated: February 14, 2017

JHL CAPITAL GROUP LLC, a Delaware limited liability company

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Chief Executive Officer

JHL CAPITAL GROUP MASTER FUND L.P., a Cayman Islands limited partnership  
By: JHL CAPITAL GROUP MASTER FUND GP LTD., a Cayman Islands exempted company, its General Partner

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Director

JHL CAPITAL GROUP MASTER FUND GP LTD., a Cayman Islands exempted company

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Director

JHL CAPITAL GROUP L.P., a Delaware limited partnership  
By: JHL CAPITAL GROUP GP LLC, a Delaware limited liability company, its General Partner

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Authorized Signatory    By: James H. Litinsky    Name: James H. Litinsky



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**EXHIBIT A**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G/A filed herewith signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 14th day of February 2017.

Dated: February 14, 2017

JHL CAPITAL GROUP LLC, a Delaware limited liability company

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Chief Executive Officer

JHL CAPITAL GROUP MASTER FUND L.P., a Cayman Islands limited partnership  
By: JHL CAPITAL GROUP MASTER FUND GP LTD., a Cayman Islands exempted company, its General Partner

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Director

JHL CAPITAL GROUP MASTER FUND GP LTD., a Cayman Islands exempted company

By: James H. Litinsky  
Name: James H. Litinsky  
Title: Director

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JHL CAPITAL GROUP L.P., a Delaware limited partnership

By: JHL CAPITAL GROUP GP LLC, a Delaware limited liability company, its General Partner

By: James H. Litinsky

Name: James H. Litinsky

Title: Authorized Signatory

By: James H. Litinsky Name: James H. Litinsky