

RE/MAX Holdings, Inc.

Form 4

December 16, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Metzger David

(Last) (First) (Middle)

5075 S. SYRACUSE ST.

(Street)

DENVER, CO 80237

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RE/MAX Holdings, Inc. [RMAX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
COO and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/12/2014		M		5,000	A	\$ 3.6 14,600 ⁽¹⁾
Class A Common Stock	12/12/2014		S		2,668	D	\$ 34.35 11,932 ⁽¹⁾ ⁽²⁾
Class A Common Stock	12/12/2014		S		2,332	D	\$ 35.34 9,600 ⁽¹⁾ ⁽³⁾
Class A Common	12/16/2014		M		5,000	A	\$ 3.6 14,600 ⁽¹⁾

Stock

Class A

Common	12/16/2014	S	5,000	D	\$	33.61	9,600 ⁽¹⁾	D
Stock						<u>(4)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.6	12/12/2014		M	5,000	10/01/2013 11/15/2022	Class A Common Stock	5,000
Stock Option (Right to Buy)	\$ 3.6	12/16/2014		M	5,000	10/01/2013 11/15/2022	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Metzger David 5075 S. SYRACUSE ST. DENVER, CO 80237	COO and CFO

Signatures

/s/ Mark Rohr as Attorney-in-Fact	12/16/2014
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__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 7,576 restricted stock units granted pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan on October 1, 2013. The restricted stock units vest in three equal installments, the first of which occurred on December 1, 2014.
- The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$33.99 to \$34.85.
- (2) The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$35.00 to \$35.68.
- (3) The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$33.35 to \$33.83.
- (4) The reporting person hereby undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

Remarks:

These transactions were executed pursuant to a Rule 10b5-1 Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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