

RE/MAX Holdings, Inc.  
Form DEF 14A  
April 12, 2017  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

RE/MAX HOLDINGS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- 3) Filing Party:
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RE/MAX Holdings, Inc.

5075 S. Syracuse St.

Denver, CO 80237

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 24, 2017

April 12, 2017

Dear Stockholder,

We cordially invite you to attend our 2017 Annual Meeting of Stockholders, to be held on Wednesday, May 24, 2017 at 10:00 a.m. (Mountain Time). This year's meeting will be a completely virtual meeting, conducted via live webcast. You will be able to attend the meeting online and vote your shares by visiting [www.virtualshareholdermeeting.com/RMAX2017](http://www.virtualshareholdermeeting.com/RMAX2017).

We are holding the meeting for the following purposes, which are described in more detail in the proxy statement:

1. to elect three directors to our Board of Directors;
2. to conduct an advisory vote on our executive compensation;
3. to conduct an advisory vote on the frequency of future advisory votes on executive compensation;
4. to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017;
5. to re-approve the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan for purposes of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, as amended; and
6. to transact any other business as may properly come before the meeting or before any adjournment or postponement thereof.

Only stockholders of record as of the close of business on March 23, 2017 will be entitled to attend or vote at the annual meeting.

We will take advantage of the rules of the Securities and Exchange Commission that allow us to furnish our proxy materials over the internet. As a result, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders rather than a full paper set of the proxy materials. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials on the internet, as well as instructions on how stockholders may obtain a paper copy of our proxy materials. This process substantially reduces the costs associated with printing and distributing proxy materials. To make it easy to vote, internet and telephone voting are available. The instructions for voting are on the Notice of Internet Availability of Proxy Materials or, if you received a paper copy of the proxy materials, on the proxy card.

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If you hold your shares through a bank, broker or other holder of record, please follow the voting instruction you received from the holder of record.

Your vote is important. We encourage you to vote by proxy in advance of the meeting, whether or not you plan to attend the virtual meeting.

Please feel free to contact our investor relations department at (303) 224-5458 or [investorrelations@remax.com](mailto:investorrelations@remax.com) if you have any questions about voting or attending the meeting.

By Order of the Board of Directors

Adam Lindquist Scoville, Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON May 24, 2017: The Company's Proxy Statement and Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are also available at <http://materials.proxyvote.com/75524W>.

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RE/MAX HOLDINGS, INC.

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PROXY STATEMENT

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2017 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 24, 2017

GENERAL INFORMATION

RE/MAX Holdings, Inc. (“RE/MAX Holdings”) is making this proxy statement available to its stockholders on or about April 12, 2017 in connection with the solicitation of proxies by the Board of Directors for the RE/MAX Holdings 2017 Annual Meeting of Stockholders (the “Annual Meeting”), which will be held on Wednesday May 24, 2017 at 10:00 a.m. (Mountain Time) as a virtual meeting, which you may join by visiting [www.virtualshareholdermeeting.com/RMAX2017](http://www.virtualshareholdermeeting.com/RMAX2017). As a stockholder of RE/MAX Holdings, you are invited to attend the Annual Meeting and are entitled and encouraged to vote on the proposals described in this proxy statement. Further information about the meeting and how to attend is provided below.

RE/MAX Holdings is a holding company. Its only business is to act as the sole manager of RMCO, LLC, a Delaware limited liability company (“RMCO”). RE/MAX Holdings was formed in June 2013 and completed an initial public offering of its Class A common stock on October 7, 2013 (the “IPO”). RMCO has two primary operating subsidiaries: RE/MAX, LLC, a franchisor of real estate brokerage services and Motto Franchising, LLC, a franchisor of mortgage brokerage services that began offering franchises in 2016. Our Class A common stock trades on the New York Stock Exchange (“NYSE”) under the symbol “RMAX.”

In this proxy statement, “we,” “our,” “us” and the “Company” refer collectively to RE/MAX Holdings, RMCO, and RMCO’s subsidiaries.

Below are answers to common questions stockholders may have about the Annual Meeting.

What are the Proxy Materials?

The “Proxy Materials” are this proxy statement and our annual report to stockholders for the fiscal year ended December 31, 2016 (the “Annual Report”). If you request printed versions of the Proxy Materials, you will also receive a proxy card.

Why are you holding a virtual meeting instead of an in-person meeting?

We believe that holding a virtual meeting will expand stockholder access to the meeting, improve communication, and reduce costs both for the Company and for stockholders who attend the meeting.

How do I attend the Annual Meeting?

This year’s meeting is a completely virtual meeting. You may participate in the meeting by visiting the following website:

[www.virtualshareholdermeeting.com/RMAX2017](http://www.virtualshareholdermeeting.com/RMAX2017).

In order to attend, you will need to enter the control number included on your Notice of Internet Availability of Proxy Materials or on your proxy card. You will be able to vote your shares electronically during the Annual Meeting. Even if you plan to attend, we encourage you to vote by proxy in advance of the Annual Meeting in case you are unable to attend.

Why did I receive a one-page notice instead of a full set of Proxy Materials?

Under rules adopted by the Securities and Exchange Commission (the “SEC”), we are furnishing Proxy Materials to many of our stockholders on the internet, rather than mailing printed copies. If you received a one-page notice by mail, you will not receive a printed copy of the Proxy Materials unless you request one. Instead, the notice will instruct you how to access and review the Proxy Materials on the internet. If you would like a printed copy of the Proxy Materials, please follow the instructions on the notice.

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What items are scheduled to be voted on at the Annual Meeting?

There are five proposals to be voted on at the Annual Meeting:

1. the election of three directors to our Board of Directors;
2. voting on an advisory resolution on our executive compensation;
3. voting, on an advisory basis, on the frequency of future advisory votes on executive compensation;
4. the ratification of the appointment of KPMG LLP (“KPMG”) as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and

approval of the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan.

We may also transact any other business as may properly come before the Annual Meeting or before any adjournment or postponement thereof.

How does the Board of Directors recommend that I vote?

The Board of Directors recommends that you vote:

FOR each of the nominees to the Board of Directors (Proposal 1);

FOR the approval of the advisory resolution on executive compensation (Proposal 2);

That we conduct future advisory votes on executive compensation EVERY THREE YEARS (Proposal 3);

FOR the ratification of the appointment of KPMG as our independent registered public accounting firm (Proposal 4);  
and

FOR the approval of the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan (Proposal 5).

Could other matters be decided at the Annual Meeting?

Our bylaws require that we receive advance notice of any proposals to be brought before the Annual Meeting by our stockholders. We have not received any such proposals. We do not anticipate any other matters will come before the Annual Meeting. If any other matter comes before the Annual Meeting, the proxy holders appointed by our Board of Directors will have discretion to vote on those matters.

Who may vote at the meeting?

Holders of Class A common stock and holders of Class B common stock as of the close of business on March 23, 2017 (the “Record Date”) may vote at the Annual Meeting.

How many votes do I have?

Holders of Class A common stock are entitled to one vote per share of Class A common stock held as of the Record Date. Holders of Class B common stock are entitled to two votes for each common unit in RMCO owned by such



holder as of the Record Date, regardless of the number of Class B shares owned.

As of the Record Date, there were 17,683,429 shares of Class A common stock outstanding, which will each carry one vote and one share of Class B common stock outstanding, which will carry 25,119,200 votes.

What vote is required for each proposal?

For the election of directors, each director must be elected by a plurality of the votes cast. This means that the three nominees receiving the largest number of “for” votes will be elected as directors. We do not have cumulative voting.

The advisory vote on executive compensation, the advisory vote on the frequency of future advisory votes on executive compensation, the ratification of the Company’s independent registered public accounting firm, the approval of the 2013 Omnibus

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Incentive Plan, and any other proposals that may come before the Annual Meeting will be determined by the majority of the votes cast.

How are abstentions and broker non-votes counted?

Abstentions (shares present at the meeting or by proxy that are voted “abstain”) and broker non-votes (explained below) are counted for the purpose of establishing the presence a quorum at the Annual Meeting but are not counted as votes cast.

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are a stockholder of record.

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization, then you are a beneficial owner of shares held in street name. The organization holding your account is considered the stockholder of record. As a beneficial owner, you have the right to direct the organization holding your account on how to vote the shares you hold in your account.

How do stockholders of record vote?

There are four ways for stockholders of record to vote:

Via the internet. You may vote via the internet by visiting <http://www.proxyvote.com> and entering the unique control number for your shares located on the Notice of Internet Availability of Proxy Materials.

By telephone. You may vote by phone by calling (800) 690-6903. You will need the control number from your Notice of Internet Availability of Proxy Materials.

By mail. If you requested that Proxy Materials be mailed to you, you will receive a proxy card with your Proxy Materials. You may vote by filling out and signing the proxy card and returning it in the envelope provided.

By electronically voting during the Annual Meeting. You may also vote your shares by attending the Annual Meeting (see “How do I attend the Annual Meeting?” above) and voting during the meeting.

How do beneficial owners of shares held in street name vote?

There are four ways for beneficial owners of shares held in street name to vote:

Via the internet. You may vote via the internet by visiting <http://www.proxyvote.com> and entering the unique control number for your shares located on the Internet Availability of Proxy Materials.

By telephone. You may vote by phone by calling (800) 690-6903. You will need the control number from your Notice of Internet Availability of Proxy Materials.

By mail. If you requested that Proxy Materials be mailed to you, you may vote by filling out the card you received from the organization holding your shares and returning it as instructed by that organization.

By electronically voting during the Annual Meeting. You may also vote your shares by attending the Annual Meeting (see “How do I attend the Annual Meeting?” above) and voting during the meeting.

Can I change my vote after submitting a proxy?

Stockholders of record may revoke their proxy before the Annual Meeting by delivering to the Company’s Corporate Secretary a written notice stating that a proxy is revoked, by signing and delivering a proxy bearing a later date, by voting again via the internet or by telephone, or by voting electronically during the Annual Meeting.

Street name stockholders who wish to change their votes should contact the organization that holds their shares.

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If I hold shares in street name through a broker, can the broker vote my shares for me?

If you hold your shares in street name and you do not vote, the broker or other organization holding your shares can vote on certain “routine” proposals but cannot vote on other proposals. Proposal 4 (ratification of the Company’s independent registered public accounting firm) is a “routine” proposal. Proposal 1 (election of directors), Proposal 2 (advisory say-on-pay), Proposal 3 (advisory say-on-frequency), and Proposal 5 (2013 Omnibus Incentive Plan) are not considered “routine” proposals. If you hold shares in street name and do not vote on Proposals 1, 2, 3, and 5, your shares will be counted as “broker non-votes.”

Who is paying for this proxy solicitation?

The Company is paying the costs of the solicitation of proxies. Members of our Board of Directors and officers and employees may solicit proxies by mail, telephone, fax, email, or in person. We will not pay directors, officers, or employees any extra amounts for soliciting proxies. We may, upon request, reimburse brokerage firms, banks, or similar entities representing street name holders for their expenses in forwarding Proxy Materials to their customers who are street name holders and obtaining their voting instructions.

Where can I find voting results?

Final voting results from the Annual Meeting will be filed with the SEC on a Current Report on Form 8-K within four business days of the Annual Meeting.

I share an address with another stockholder. Why did we receive only one set of Proxy Materials?

Some banks, brokers, and nominees may be participating in the practice of “householding” Proxy Materials. This means that only one copy of our Proxy Materials to stockholders may have been sent to multiple stockholders in your household. If you hold your shares in street name and want to receive separate copies of the Proxy Materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact the bank, broker, or other nominee who holds your shares.

Upon written or oral request, the Company will promptly deliver a separate copy of the Proxy Materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Proxy Materials, you can contact our investor relations department at (303) 224-5458, [investorrelations@remax.com](mailto:investorrelations@remax.com) or 5075 S. Syracuse St., Denver, CO 80237.

Whom should I contact if I have additional questions?

You can contact our investor relations department at (303) 224-5458, [investorrelations@remax.com](mailto:investorrelations@remax.com) or 5075 S. Syracuse St., Denver, CO 80237. Stockholders who hold their shares in street name should contact the organization that holds their shares for additional information on how to vote.

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PROPOSAL 1: ELECTION OF DIRECTORS

At the Annual Meeting, stockholders will vote to elect the three nominees named in this Proxy Statement as Class I directors. Each of the Class I directors elected at the Annual Meeting will hold office until the 2020 Annual Meeting of Stockholders and until his successor has been duly elected and qualified. Based on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has nominated Joseph DeSplinter, Roger Dow, and Ronald Harrison serve as Class I directors for terms expiring at the 2020 Annual Meeting of Stockholders.

The persons named as proxies will vote to elect Messrs. DeSplinter, Dow, and Harrison unless a stockholder indicates that his or her shares should be withheld with respect to one or more of such nominees.

In the event that any nominee for Class I director becomes unavailable or declines to serve as a director at the time of the Annual Meeting, the persons named as proxies will vote the proxies in their discretion for any nominee who is designated by the current Board of Directors to fill the vacancy. We do not expect that any of the nominees will be unavailable or will decline to serve.

**RECOMMENDATION OF THE BOARD:** The Board of Directors recommends that you vote FOR each of the nominees for the Board of Directors in this Proposal 1.

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## CORPORATE GOVERNANCE

## Executive Officers and Directors

The following table sets forth certain information about our executive officers and directors as of the date of this proxy statement.

Name	Age	Position
David L. Liniger	71	Chief Executive Officer, Chairman, and Co-Founder
Gail A. Liniger	71	Vice Chair and Co-Founder
Geoffrey D. Lewis	59	President
Karri R. Callahan	39	Chief Financial Officer
Adam M. Contos	45	Chief Operating Officer
Richard O. Covey	70	Lead Director
Kathleen J. Cunningham	70	Director
Joseph A. DeSplinter	63	Director
Roger J. Dow	70	Director
Ronald E. Harrison	81	Director
Daniel J. Predovich	69	Director
Christine M. Riordan	52	Director
Teresa S. Van De Bogart	61	Director

## Executive Officers

David L. Liniger is our Chief Executive Officer, Chairman, and Co-Founder. He has been a director of RE/MAX Holdings since July 2013. He was a member of RMCO's Board of Managers from April 2010 until our IPO in October 2013, at which time RMCO ceased to have a Board of Managers. Mr. Liniger has been Chairman of the Company's Board of Directors or Board of Managers since 1974. He has served in a variety of leadership roles within the RE/MAX organization over the past 44 years, including Chief Executive Officer since December 31, 2014. Mr. Liniger is married to Gail Liniger, who serves as our Vice Chair and is a Co-Founder. Mr. Liniger was selected to our Board of Directors because of his role in founding our Company and his intimate knowledge of our Company and the real estate industry.

Gail A. Liniger is our Vice Chair and Co-Founder. She has been a director of RE/MAX Holdings since July 2013. She was a member of RMCO's Board of Managers from April 2010 until our IPO in October 2013, at which time RMCO ceased to have a Board of Managers. Mrs. Liniger is married to David Liniger, who serves as our Chief Executive Officer, Chairman, and Co-Founder. Mrs. Liniger became a Vice President of RE/MAX in 1973, Executive Vice President in 1978 and President in 1979. In 1991, she was named Chief Executive Officer. Mrs. Liniger was selected to our Board of Directors because of her role in founding our Company with Mr. Liniger and her intimate knowledge of our Company and the real estate industry.

Geoffrey D. Lewis has served as our President since May 2015. Prior to becoming President, Mr. Lewis served as our Chief Legal and Compliance Officer. Mr. Lewis joined RE/MAX in 2004 as Senior Vice President, General Counsel, in 2005 became Senior Vice President, Chief Legal Officer and in 2013 became Executive Vice President, Chief Legal and Compliance Officer. Mr. Lewis was previously with the law firm of Jones Day. Subsequent to that, he was

Vice President and General Counsel of American Health Properties, Inc., and Senior Vice President, Corporate Development and General Counsel for Hyster-Yale, Inc.

Karri R. Callahan is our Chief Financial Officer, a position she has held since March 31, 2016. From January 15, 2016 to March 31, 2016 she served as Co-Chief Financial Officer. Ms. Callahan joined RE/MAX in April 2013 as Senior Manager of SEC Reporting and was promoted to Vice President, Corporate Controller in June 2014. She served as the Company's Acting Chief Accounting Officer from November 6, 2014 to January 26, 2015 and as Acting Chief Financial Officer from December 31, 2014 through January 26, 2015. These temporary appointments were the result of a leave of absence taken by our former chief financial officer due to a family emergency. Prior to joining RE/MAX, Ms. Callahan worked at Ernst & Young, LLP, most recently as Senior Manager, since 2008.

Adam M. Contos is our Chief Operating Officer, a position he has held since January 15, 2016. Mr. Contos has held a variety of leadership positions with RE/MAX since joining the Company in 2004. He served as Senior Vice President, Marketing from February 2015 through January 2016, as Vice President, Business Development, from February 2014 until February 2015, as Vice President, Region Development, from August 2013 through February 2014 and as Regional Vice President from 2005 through August 2013.

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### Our Board of Directors

Our Board of Directors currently consists of ten members. Our Board of Directors is divided into three classes with staggered three-year terms. At each annual general meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election and qualification until the third annual meeting following election. Our Board of Directors is committed to continuing director education. During 2016 all members attended a customized training session entitled Advanced Director Professionalism presented by the National Association of Corporate Directors. Below is biographical information about each nominee and each director, including other public company board memberships.

#### Nominees for Director With Terms That Will Expire in 2020 (Class I Directors):

Roger J. Dow was appointed to the Board of Directors of RE/MAX Holdings in July 2013 and serves as Chair of the Compensation Committee. He has served as a member of the Company's Board of Directors or Board of Managers since 2005. Since January 1, 2005, he has been the President and Chief Executive Officer of the U.S. Travel Association. He previously served in various roles at Marriott International, including as Senior Vice President, Global Sales. He is currently a director of Forbes Travel Guide. Mr. Dow was selected to our Board of Directors because of his particular knowledge of and experience in strategic planning and leadership of complex organizations.

Ronald E. Harrison was appointed to the Board of Directors of RE/MAX Holdings in July 2013 and has served on the Company's Board of Directors or Board of Managers since 2005. Since 2004, Mr. Harrison has been Chief Executive Officer and Managing Director of Harrison & Associates LLC. Prior to that, he served in various roles over his 40 years with PepsiCo, Inc., including as Senior Vice President, External Relations, and Special Assistant to the Chairman until April 2004. Mr. Harrison is currently the Chair Emeritus of the Diversity Institute of the International Franchise Association's Education Foundation. He served as the International Franchise Association's Chairman in 1999. He has also served on the Board of Trustees of the College of New Rochelle and on the Advisory Board of the University of New Hampshire's Rosenberg Center for International Franchising. He was selected to our Board of Directors because of his vast experience in leadership roles of complex organizations and knowledge in strategic planning.

Joseph A. DeSplinter was appointed to the Board of Directors of RE/MAX Holdings in February 2016. Mr. DeSplinter was a partner with Ernst & Young for nearly 30 years prior to his retirement in 2014. In that role, he served clients in many industries, particularly real estate, financial services, banking, and technology. Mr. DeSplinter served as the office managing partner for the Phoenix and Denver offices for ten years, which included fulfilling a number of regional roles, such as market strategy development. Mr. DeSplinter led the firm's U.S. private equity professional practice group for five years, which also entailed serving on its U.S. professional practice committee. He also led the firm's America's assurance implementation and enablement group for three years, focused on the rollout of the latest technological changes to the assurance group. As a result of these various roles, he has worked in a number of countries and has significant international experience. Mr. DeSplinter has served as a member of the Board of Directors and Chairman of the Audit Committee of Adolfson & Peterson Construction Company since June 2015, and the Board of Directors and member of the audit committee of the Catholic Foundation of Northern Colorado since September, 2015. Mr. DeSplinter was selected to our Board because of his strong financial background and vast experience advising public companies.

#### Directors Whose Terms Will Expire in 2018 (Class II Directors):

Kathleen J. Cunningham was appointed to the Board of Directors of RE/MAX Holdings in July 2013 and serves as Chair of the Audit Committee. She was a member of RMCO's Board of Managers from February 2013 until our IPO in October 2013, at which time RMCO ceased to have a Board of Managers. Ms. Cunningham has been retired since



2009. From October 2005 to May 2009, she was Chief Financial Officer of Novatix Corporation. She was previously Chief Financial Officer at Webroot Software and US WEST Information Systems. She has been a board member of Q Advisors, LLC since 2003. Previously, she served on the boards of Chileno Bay LLC from December 2011 to October 2013, The Assist Group from June 2011 to March 2013 and Novatix Corporation from 2005 to 2009. Ms. Cunningham has served on a total of four public company boards and is a Board Leadership Fellow of the National Association of Corporate Directors. Ms. Cunningham was selected to our Board of Directors because of her particular knowledge of and experience in finance, capital structure, and board governance practices of other major organizations.

Gail A. Liniger is our Vice Chair and Co-Founder. Further information about Mrs. Liniger can be found above under “—Executive Officers.”

Christine M. Riordan, Ph.D. was appointed to the Board of Directors of RE/MAX Holdings in January 2015 and is Chair of the Nominating and Corporate Governance Committee. Dr. Riordan is President of Adelphi University in New York, a nationally ranked doctoral research university. Dr. Riordan is an internationally recognized expert in leadership, strategy, team performance, and

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diversity and inclusion. She consults regularly with corporations and is a frequent speaker on leadership and overcoming challenges, including her TEDx talk, “Dare to Be Extraordinary”. She has been interviewed and written articles for media such as: Financial Times, Harvard Business Review, Forbes, USA Today, U.S. News & World Report, The New York Times, International Herald Tribune, Huffington Post, MSNBC, CNN, CNBC, Wall Street Journal MarketWatch, CareerBuilder, and Psychology Today. For her leadership in New York, Dr. Riordan has recently been recognized by the Long Island Business News as a Top CEO, and by Family and Children's Association as a 2015 Woman of Distinction, by the Long Island Press as Long Island's Best College President and she has been named to the Long Island Press 2016 Power List. She also currently serves on the board of directors of the Long Island Association (LIA), a leading business organization on Long Island and the Long Island Regional Advisory Council on Higher Education (LIRACHE). Dr. Riordan was elected to the RE/MAX board because of her depth of experience as a senior executive and CEO, broad business background, experience with boards, and expertise in leadership and strategy.

### Directors Whose Terms Will Expire in 2019 (Class III Directors):

Richard O. Covey is our Lead Director. He was appointed to the Board of Directors of RE/MAX Holdings in July 2013 and has served on the Company's Board of Directors or Board of Managers since 2005. Mr. Covey is a retired U.S. Air Force officer and former NASA astronaut. Between 1994 and 2010, he was an aerospace industry executive and served as President, Boeing Service Company, as well as President and Chief Executive Officer of United Space Alliance, LLC. He retired from United Space Alliance in 2010. He has been a director of the Astronaut Scholarship Foundation since May 2013 and served on its Executive Committee until 2016. Mr. Covey was selected to our Board of Directors because of his corporate leadership and executive management experience.

David L. Liniger is our Chief Executive Officer, Chairman, and Co-Founder. Further information about Mr. Liniger can be found above under “—Executive Officers.”

Daniel J. Predovich was appointed to the Board of Directors of RE/MAX Holdings in July 2013 and has served as a member of the Company's Board of Directors or Board of Managers since 2005. Mr. Predovich is a Certified Public Accountant, a Certified Fraud Examiner, Certified in Financial Forensics, and a Certified Information Technology Professional. Since 1986, he has been the President of Predovich & Company. He previously served as president and as a member of the Board of Governors, Colorado chapter of the Association of Certified Fraud Examiners. He was selected to our Board of Directors because of his extensive experience and knowledge in accounting and financial matters.

Teresa S. Van De Bogart was elected to the Board of Directors in May 2016. Van De Bogart currently serves as Vice President – Global IT Solution Delivery for Molson Coors Brewing Company, a position she has held for over four years. She has been an IT vice president for over ten years in other IT roles. She previously served in various other roles at Coors Brewing Company including procurement, finance and accounting. Ms. Van De Bogart was selected to our Board because of her information technology background, including security trends and risk assessment matrix, and experience as a senior leader in a public company.

### Controlled Company Status

RIHI, Inc. (“RIHI”) controls a majority of the voting power of our outstanding common stock. As a result, we are a “controlled company” under the corporate governance standards of the NYSE. As a controlled company, exemptions from the NYSE standards mean that we are not required to comply with certain corporate governance requirements, including the requirements that:

a majority of our Board of Directors consists of “independent directors,” as defined under the rules of the NYSE;

we have a Nominating and Corporate Governance Committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities; and

we have a Compensation Committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities.

Nonetheless, we currently comply with the above corporate governance requirements regarding a majority of independent directors on our Board of Directors and our Nominating and Corporate Governance Committee and Compensation Committee consisting entirely of independent directors. Despite the availability of such exemptions, we have elected to comply with requirements applicable to non-controlled companies. These exemptions do not modify the independence requirements for our Audit Committee and we comply with the applicable requirements of the Sarbanes-Oxley Act and rules with respect to our Audit Committee.

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### Director Independence

The Board of Directors has reviewed its composition, the composition of its committees, and the independence of each director and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. The Board of Directors has determined that each of Richard Covey, Kathleen Cunningham, Joseph DeSplinter, Roger Dow, Ronald Harrison, Christine Riordan, and Teresa Van De Bogart is an “independent director” under applicable NYSE standards and that each such director has no relationships with the Company that would interfere with such director’s exercise of independent judgment in carrying out his or her responsibilities as a director of the Company.

### Board of Directors Leadership Structure

The Board believes it is important to retain the flexibility to determine whether it is in the best interest of the Company and its stockholders to have the same person serve as both Chief Executive Officer and Chairman or whether the roles should be separated based on the circumstances at any given time. Mr. Liniger currently serves as both Chief Executive Officer and Chairman. The Board has determined that having Mr. Liniger serve in both of these roles provides for clear leadership on Company strategy and operations. The Board periodically reviews its leadership structure and may make changes in the future. The Board has appointed Richard Covey as Lead Director. In that capacity, Mr. Covey presides over meetings of the independent directors and acts as a conduit between independent directors and Company management.

### Board of Directors Role in Risk Oversight

Risk management is primarily the responsibility of the Company’s management. However, the Board believes that oversight of risk management is one of its fundamental responsibilities. The Audit Committee is primarily responsible for oversight of the quality and integrity of the Company’s financial reporting process, internal controls over financial reporting, and the Company’s compliance programs. The Compensation Committee is responsible for reviewing compensation-related risks. The Nominating and Corporate Governance Committee is responsible for oversight of the Company’s corporate governance programs, including the code of ethics and business conduct. Management regularly reports to the Board and its committees on the risks that the Company may face and the steps that management is taking to mitigate those risks.

### Board and Committee Meetings; Annual Meeting Attendance

During 2016, our Board held ten meetings. The Board’s committees held the following number of meetings: Audit Committee, five; Compensation Committee, three; Nominating and Corporate Governance Committee, five. During 2016, each director attended at least 75% of the total number of meetings of the Board and committees on which he or she serves. The Board meets from time to time in executive sessions of non-management directors. Mr. Covey, the Lead Director, presides over such meetings.

We have no formal policy with respect to director attendance at annual meetings of stockholders; however, we encourage all directors to attend annual meetings of stockholders. All of our directors and director nominees attended the 2016 annual meeting of stockholders.

### Board Committees

Our Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, which have the composition and responsibilities described below.

Audit Committee

The Audit Committee is responsible for, among other matters: (i) appointing, compensating, retaining, evaluating, terminating, and overseeing our independent registered public accounting firm; (ii) discussing with our independent registered public accounting firm the independence of its members from our management; (iii) reviewing with our independent registered public accounting firm the scope and results of their audit; (iv) approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm; (v) overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; (vi) reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls, and compliance with legal and regulatory requirements; (vii) establishing procedures for the confidential and/or anonymous submission and review of concerns regarding questionable accounting, internal controls, auditing matters, or anything else that appears to involve financial or other wrongdoing; and (viii) reviewing and approving related party transactions.

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Our Audit Committee currently consists of Kathleen Cunningham (Chair), Joseph DeSplinter, Ronald Harrison, and Teresa Van De Bogart. Our Board of Directors has affirmatively determined that each of the Audit Committee members meets the definition of “independent director” for purposes of serving on an Audit Committee under Rule 10A-3 of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) and NYSE rules.

Our Board of Directors has determined that each of Kathleen Cunningham and Joseph DeSplinter qualifies as an “Audit Committee financial expert,” as such term is defined in Item 407(d)(5) of Regulation S-K. Our Board of Directors has adopted a written charter for the Audit Committee, which is available on our investor relations website, accessible through our principal corporate website at [www.remax.com](http://www.remax.com). The content of our web site is not incorporated in this proxy statement.

### Compensation Committee

The Compensation Committee is responsible for, among other matters: (i) reviewing key employee compensation goals, policies, plans, and programs; (ii) reviewing and approving the compensation of our directors and executive officers; (iii) oversight of compensation of other officers; (iv) administering the Company’s equity compensation program; (v) reviewing and approving employment agreements and other similar arrangements between us and our officers; and (vi) appointing and overseeing any compensation consultants.

The Compensation Committee currently consists of Roger Dow (Chair), Richard Covey, and Christine Riordan. Since May 2016, our Compensation Committee has been entirely independent. Even though we qualify as a controlled company, we no longer rely upon the exemption available to controlled companies from the requirement that we have a Compensation Committee composed entirely of independent directors. Our Board of Directors has adopted a written charter for the Compensation Committee, which is available on our investor relations website, accessible through our principal corporate website at [www.remax.com](http://www.remax.com).

### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for, among other matters: (i) identifying and evaluating potential candidates for Board membership and making recommendations to the Board regarding qualified individuals to become members of our Board of Directors; (ii) overseeing the organization of our Board of Directors to discharge the Board’s duties and responsibilities properly and efficiently; and (iii) developing and recommending to our Board of Directors a set of corporate governance guidelines and principles.

The Nominating and Corporate Governance Committee currently consists of Christine Riordan (Chair), Kathleen Cunningham, and Ronald Harrison. The Nominating and Corporate Governance Committee has been fully independent since May 2016. Even though we qualify as a controlled company, we no longer rely upon the exemption available to controlled companies from the requirement that we have a Nominating and Corporate Governance Committee composed entirely of independent directors. Our Board of Directors has adopted a written charter for the Nominating and Corporate Governance Committee, which is available on our investor relations website, accessible through our principal corporate website at [www.remax.com](http://www.remax.com).

### Director Nomination Process

The Nominating and Corporate Governance Committee is responsible for evaluating potential candidates and making recommendations to the Board of Directors with respect to candidates to be nominated to serve as directors. The Nominating and Corporate Governance Committee has no specific or minimum qualifications for nominees, other than those necessary to meet specific requirements under SEC rules or NYSE standards. Among the qualifications the Nominating and Corporate Governance Committee may consider are personal and professional integrity; exceptional

ability and judgment; broad experience in business, finance, or administration; familiarity with the real estate or franchising industries; ability to serve the long-term interest of our stockholders; sufficient time to devote to the Board duties; and ability to provide continuing service and promote stability. The Nominating and Corporate Governance Committee does not have a formal policy regarding diversity; however, the Board believes that it is important that the Board be comprised of directors with diverse backgrounds, viewpoints, and experiences.

The Nominating and Corporate Governance Committee welcomes the Company's stockholders to nominate candidates for Board membership. The committee will consider any such nominee in the same manner in which it evaluates other potential nominees, so long as the recommendation is submitted in accordance with the Company's bylaws and the committee's charter. A summary of these requirements is set forth below.

The nomination should contain the following information with respect to the nominee:

the candidate's name, age, business address, and home address;

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the candidate's biographical information, including educational information, principal occupation or employment, past work experience (including all positions held within the past five years), personal references, and service on boards of directors or other positions the candidate currently holds or has held during the past three years;

the class and number of shares of the Company the candidate beneficially owns;

any potential conflicts of interest that may prevent or otherwise limit the candidate from serving as an effective Board member; and

any other pertinent information about the candidate and his or her qualifications.

Further, nominations should contain the following information about the stockholder making the recommendation:

the name and record address of the stockholder; and

the class and number of shares of the Company beneficially owned by the stockholder and the period of time the shares have been held.

Stockholder nominations should be submitted to the Company's Corporate Secretary at the Company's headquarters. Stockholder nominations may be made at any time. However, in order for a candidate to be included in the slate of director nominees for approval by stockholders in connection with a meeting of stockholders and for information about the candidate to be included in the Company's proxy materials for such a meeting, the stockholder must submit the information set forth above and other information reasonably requested by the Company within the timeframe set forth in Exchange Act Rule 14a-8. Further information about this timeframe can be found below under "Information Regarding Stockholder Proposals."

### Communication with the Board of Directors

Any stockholder or other interested party who would like to communicate with the Board of Directors, the Chairman, the Lead Director, the independent directors as a group, or any specific member or members of the Board of Directors should send such communications to the attention of our Corporate Secretary at 5075 S. Syracuse St., Denver, CO 80237. Communications should contain instructions on which member or members of the Board the communication is intended for. In general, such communication will be forwarded to the intended recipients. However, the Corporate Secretary may, in his discretion, decline to forward any communications that are abusive, threatening, or otherwise inappropriate.

### Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves or in the past year has served as a member of the Board of Directors or Compensation Committee of any other entity that has one or more executive officers serving on our Board of Directors.

### Code of Business Conduct and Code of Ethics

We have adopted a code of ethics and business conduct applicable to all employees and a supplemental code of ethics applicable to our principal executive, financial, and accounting officers and all persons performing similar functions. A copy of each code is available on our investor relations website, accessible through our principal corporate website at [www.remax.com](http://www.remax.com). We expect that any amendments to either code, or any waivers of their requirements, that apply to our directors or executive officers will be disclosed to the extent required by applicable law or NYSE listing



requirements.

#### Corporate Governance Guidelines

We have adopted corporate governance guidelines that provide a framework for corporate governance. The corporate governance guidelines address, among other matters, selection of directors, director responsibility, director access to management, director compensation, information about the Board and its committees, director orientation and continuing education, management succession, and evaluation of the Board. The corporate governance guidelines are available on our investor relations website, accessible through our principal corporate website at [www.remax.com](http://www.remax.com).

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**PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION**

We are asking our stockholders to approve an advisory resolution on the compensation of our Named Executive Officers (as defined below) described in this proxy statement. This is commonly referred to as a “say-on-pay” vote. We encourage stockholders to read the Compensation Discussion and Analysis section included in this proxy statement, which describes the philosophy, structure, and goals of our executive compensation program. We also encourage stockholders to review the information set forth in the Compensation Tables section included in this proxy statement, which sets forth detailed information about the compensation of our Named Executive Officers. In accordance with Section 14A of the Exchange Act, we are asking our stockholders to vote on the following resolution at the Annual Meeting:

**RESOLVED**, that the stockholders of the Company approve, on an advisory basis, the compensation of the Company’s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table, and the related compensation tables, notes, and narrative in the Proxy Statement for the Company’s 2017 Annual Meeting of Stockholders.

The vote on the above resolution is not binding on the Company, the Board of Directors, or the Compensation Committee. Nonetheless, the Board of Directors and Compensation Committee will review and consider the voting results in making decisions regarding executive compensation. The vote on this resolution is not intended to address any specific element of compensation, but rather relates to the overall compensation of our Named Executive Officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

**RECOMMENDATION OF THE BOARD:** The Board of Directors recommends that you vote **FOR** the approval of the advisory resolution on executive compensation.

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**PROPOSAL 3: ADVISORY VOTE ON THE FREQUENCY OF  
ADVISORY VOTES ON EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Exchange Act, we are requesting that stockholders vote, on an advisory basis, on whether future advisory votes on executive compensation should occur every year, every two years, or every three years. After careful consideration, the Board of Directors has determined that an advisory vote on executive compensation every three years is appropriate for the Company at this time. Our compensation programs are generally structured around a calendar year and the advisory vote on executive compensation does not take place until well into each calendar year. A triennial vote will give the Company adequate time to consider the results of the say-on-pay vote and implement any changes the Company determines appropriate prior to the next say-on-pay vote.

The vote on the frequency of future advisory votes on executive compensation is non-binding and, notwithstanding the Board of Director's recommendation for stockholders to vote for triennial advisory votes on executive compensation, the Board of Directors may in the future decide to conduct such on a different frequency.

**RECOMMENDATION OF THE BOARD:** The Board of Directors recommends that you vote to conduct future advisory votes on executive compensation **EVERY THREE YEARS**.

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### COMPENSATION DISCUSSION AND ANALYSIS

#### Named Executive Officers

In this Compensation Discussion and Analysis, we provide information on how we compensate our Named Executive Officers. During the fiscal year ended December 31, 2016, five individuals were designated by our Board of Directors as executive officers. Those five individuals, named below and in the Summary Compensation Table, are referred to as our “Named Executive Officers” for the fiscal year ended December 31, 2016.

David L. Liniger, Chief Executive Officer, Chairman and Co-Founder;

Geoffrey D. Lewis, President;

Karri R. Callahan, Chief Financial Officer;

Adam M. Contos, Chief Operating Officer; and

David M. Metzger, Chief Financial Officer and Chief Operating Officer until January 15, 2016, then co-Chief Financial Officer from January 15, 2016 until he left the company on March 31, 2016.

#### Overview of our Executive Compensation Program

The RE/MAX compensation philosophy for officers, including Named Executive Officers, drives all aspects of officer compensation including our base pay guidelines, bonus structure, and grants of long-term equity-based compensation awards. The philosophy of our executive compensation program is that executive compensation should aim to align the goals of management with the interests of the Company and its stockholders, balance rewards for both short-term performance and longer-term value creation, incentivize and reward high performance without encouraging imprudent risk taking, and attract and retain talented leaders.

#### Role of the Compensation Committee

The Compensation Committee is responsible for determining the compensation of the Chief Executive Officer and other executive officers and is responsible for oversight of the compensation of other officers and employees. The Compensation Committee is also responsible for administering the Company’s equity compensation program. Prior to May 2016, the Compensation Committee delegated authority to make equity grants to a sub-committee comprised only of independent directors when granting equity to officers and Directors of the Company that are subject to the reporting requirements under Section 16 of the Securities and Exchange Act of 1933, as amended. Since May 2016, only independent directors have served on the Compensation Committee. As a result, there is no longer a need to delegate such authority to a sub-committee.

#### Role of the Chief Executive Officer

Our Chief Executive Officer, using information from the Human Resources department and the compensation consultants discussed below, makes recommendations to the Compensation Committee regarding the amount and form of compensation for Named Executive Officers other than himself. His recommendation for each officer is based on his evaluation of Company performance and individual performance, relative to goals that the Board and Company management have set.

#### Role of Compensation Consultants

The Compensation Committee, pursuant to its charter, has the authority to engage advisers to assist the committee in carrying out its duties. The Compensation Committee has previously engaged Compensia, Inc. (“Compensia”) and is currently working with Haigh and Company, both of which are independent, to provide compensation data on other companies and recommendations on executive compensation, including bonuses and equity grants. Compensia has also provided data and recommendations regarding director compensation.

Company management, with input from Compensia and under the direction of the Compensation Committee, developed a peer group in 2014 that was used through 2016. In 2016, the Company, working with its new compensation consultant, Haigh and Company, developed a new peer group which the Company has used for compensation starting with the current fiscal year. Haigh and Company has also provided information from a proprietary survey of salary data and other sources.

The 2014 peer group was used for reviewing compensation data and assisting in determining compensation for Named Executive Officers and other Company officers through the year ended December 31, 2016. Since then, 2014 peer group data has been supplemented with the 2016 peer group data to be used for compensation decisions beginning with the current fiscal year. The compensation consultants provided information about the peer companies, which was supplemented by proprietary salary survey data from Haigh and Company for the 2016 peer group. The Compensation Committee used such information in determining all elements of Named Executive Officer compensation. The Company, however, did not target specific positioning relative to these peers.

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The 2014 peer group contained the following companies:

Carrols Restaurant Group, Inc.;

Einstein Noah Restaurant Group, Inc.;

G&K Services Inc.;

Heidrick & Struggles International Incorporated;

Intrawest Resorts Holdings, Inc.;

Kforce Inc.;

Krispy Kreme Doughnuts, Inc.;

Morgans Hotel Group;

Natural Grocers by Vitamin Cottage, Inc.;

Noodles & Company;

Popeyes Louisiana Kitchen, Inc.;

Potbelly Corporation;

Red Robin Gourmet Burgers, Inc.;

Regis Corporation;

Ruth's Hospitality Group, Inc.;

Sykes Enterprises, Incorporated; and

Town Sports International Holdings, Inc.

In selecting the above peer group, the Company and Compensia sought public companies with similar revenue or market capitalization, many of which were franchisors or other companies with distributed operations, with a preference for companies headquartered in the mountain west.

The 2016 peer group contained the following companies:

Realogy Holding Corp.;

Dunkin Brands Group, Inc.;

Domino's Pizza Inc.;

Yum! Brands Inc.;

Choice Hotels International Inc.;

Marriott International Inc.;

CBRE Group Inc.; and

Jones Lang LaSalle Inc.

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The above peer group is comprised of franchisors and real-estate related companies. In addition to the above companies, Haigh and Company has provided information from a proprietary database of companies with revenue similar to ours.

### Emerging Growth Company Status

The Company qualified as an emerging growth company under the Jumpstart Our Business Startups (JOBS) Act until December 31, 2016. As such, the Company was exempt from the requirement to hold an advisory vote on executive compensation prior to this year. The Company will hold its first such vote at the 2017 Annual Meeting. The Company's stockholders will also vote for the first time on the frequency of future advisory votes on executive compensation.

### Elements of Executive Compensation

The compensation of our Named Executive Officers consists primarily of base salary, cash bonus, and long-term equity incentive compensation.

#### Base Salary

Base salary provides a fixed amount of cash compensation. The Company aims to pay base salary that will attract and retain quality officers who will drive the Company's success. Our philosophy is to pay experienced, seasoned officers near the midpoint of the established base salary range for that position, based on data from its compensation consultants. Base salary for each of the Named Executive Officers, other than the Chief Executive Officer (who has elected not to receive salary, bonus, or equity compensation), is determined by the Compensation Committee taking into account the recommendation of the Chief Executive Officer, market data provided by the Company's compensation consultants on base salary paid to similar officers at other companies, and each officer's performance, in order to determine a base salary level that is competitive and commensurate with the performance, duties, and experience of each Named Executive Officer. The Chief Executive Officer and Compensation Committee evaluate base salary for Named Executive Officers annually.

#### Cash Bonus

Our philosophy is to motivate and reward Named Executive Officers for meeting and exceeding personal and corporate objectives through the use of an annual cash bonus. We design our cash bonuses so that, at the target bonus level, approximately one third of each Named Executive Officer's total cash compensation for the year (i.e., such individual's base salary plus cash bonus) would be comprised of a cash bonus that depends on individual and Company performance over the prior year. In 2016, pursuant to the 2016 RE/MAX Performance Evaluation and Incentive Plan (the "2016 Bonus Plan"), each of our Named Executive Officers, other than Mr. Liniger, was eligible for a bonus based on a percentage of such officer's base salary.

Cash bonus award amounts under the 2016 Bonus Plan are based on both Company and individual performance. The calculation is a two-step process. First each officer's maximum bonus pursuant to the 2016 Bonus Plan is calculated based on Company performance. That amount is then multiplied by an individual performance score, expressed as a percentage, to determine the final bonus figure. The effect of this two-step process is that bonuses under the 2016 Bonus Plan are contingent on Company performance: if Company performance is below the threshold level, no bonus is paid pursuant to the 2016 Bonus Plan, regardless of individual performance.

For Company performance, the Compensation Committee established a measurement called Bonus Adjusted EBITDA, which is the Company's budgeted Adjusted EBITDA, excluding bonus expense.<sup>1</sup> This metric was chosen



because we believe it reflects the performance of our business and facilitates a meaningful evaluation of operating results on a comparable basis with historical results. The Compensation Committee sets levels for the threshold bonus, target bonus, and maximum bonus for each officer, based on Bonus Adjusted EBITDA amounts. For Named Executive Officers, the Compensation Committee set threshold bonus under the 2016 Bonus Plan at 25% of base salary, target bonus at 50% of base salary, and maximum bonus at 75% of base salary. This amount determined by Company performance is then multiplied by the individual performance percentage score to determine the total bonus amount. For individual performance, the Chief Executive Officer, working with our Human Resources department, prepares an incentive plan for each Named Executive Officer. The Compensation Committee then reviews and revises these plans as it deems appropriate, before approving them. Following the end of the year, the Compensation Committee evaluates the officer's performance against such incentive plan to determine the individual performance score used in making the bonus determination. Individual performance measures and results for each Named Executive Officer are discussed below.

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1 See the Company's most recent Annual Report on Form 10-K, as filed with the SEC on February 24, 2017, for the definition of Adjusted EBITDA. A table presenting a reconciliation of net income (the most directly comparable GAAP financial measure) to Adjusted EBITDA is included in the Company's Annual Report on Form 10-K.

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In addition to the plan-based bonus, the Compensation Committee has discretion to pay out additional bonuses based on special projects or other exceptional circumstances. Cash bonuses (whether or not plan-based) are paid annually, based on the prior year's performance. Following the end of the year, the Chief Executive Officer and Compensation Committee review each Named Executive Officer's performance to determine the amount of such bonus, if any, to be paid.

### Long Term Equity Incentive Compensation

Starting at the time of the Company's IPO in 2013, the Compensation Committee has granted Named Executive Officers and other Company officers equity awards. The primary purposes of these awards are to incentivize long-term value creation by aligning each officer's interests with those of stockholders, to reward strong performers, and to retain key personnel through long-term vesting.

The Board of Directors, as part of its annual budget process, determines the aggregate budget for all equity awards. The Chief Executive Officer, working with Company management, recommends an individual award for each recipient, including Named Executive Officers. The Compensation Committee reviews this recommendation and grants equity awards. Generally, the Compensation Committee grants equity awards annually in its first regularly scheduled meeting of the year. However, on occasion the Compensation Committee may grant additional awards, for example, in connection with promotions.

Through 2016, long-term equity awards were generally restricted stock units that vested equally over a three-year period. Beginning in 2017, the Compensation Committee has shifted the focus of the long-term incentive program in order to further incentivize performance and to more effectively align the interests of the Named Executive Officers with stockholders. In order to accomplish this, the restricted stock unit grants approved by the Compensation Committee in February 2017 included performance-based vesting criteria in addition to time-based vesting criteria. For the Named Executive Officers, 60 percent of the award has performance-based vesting and 40 percent of the award has time-based vesting. The number of restricted stock units that vest for each Named Executive Officer are based on two Company metrics: (a) revenue and (b) total stockholder return relative to the S&P SmallCap 600 index. The Compensation Committee will continue to evaluate the vesting criteria for long-term equity awards; however, the Compensation Committee expects that future long-term awards for Named Executive Officers will continue to include performance-based vesting criteria.

### Perquisites and Other Benefits

The Company offers a comprehensive benefit package to all full-time employees designed to attract and retain talented employees at all levels. Except for the educational benefits for Mr. Contos described below, the Company's benefits for Named Executive Officers are substantially the same as those provided to other officers and employees.

### David L. Liniger, Chief Executive Officer, Chairman and Co-Founder

Since our IPO in October 2013, David Liniger, Chief Executive Officer, Chairman and Co-Founder, has not received compensation for his service to the Company either as an officer or director. Mr. Liniger continues to receive substantially the same benefits, including health insurance, as other Company employees. Although Mr. Liniger is not compensated for his services, the Board reviews Mr. Liniger's performance regularly. Therefore, the Compensation Committee sets annual performance goals for Mr. Liniger and evaluates his performance in much the same way as for other Named Executive Officers.



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Geoffrey D. Lewis, President

2016 President Pay Mix

Base Salary

Mr. Lewis is our President, a position he has held since May 2015. His annual base salary since he became President through the end of 2016 was \$500,000.

Cash Bonus

The cash bonus pursuant to the 2016 Bonus Plan is based on Company and individual performance measures. The amount calculated based on Company performance was multiplied by an individual performance score to determine Mr. Lewis's final bonus pursuant to the 2016 Bonus Plan of \$184,803.

Mr. Lewis's individual performance score was determined based on a qualitative evaluation of performance drivers (weighted 50%) and individual goals (weighted 50%). Performance drivers include technical expertise, customer focus, decision quality, communication, overall work quality, and strategy development and execution. Mr. Lewis's individual goals included metrics related to franchise sales, agent gain, renewals, and collections. His goals also included participating in the launch of the Motto Mortgage brand, expanding his role as a spokesperson for the Company, implementing training programs, and managing and improving the departments he oversees.

Equity Grants

In February 2016, the Compensation Committee granted Mr. Lewis 7,535 restricted stock units, with a grant date fair value of \$250,011. The grant is scheduled to vest in equal installments on March 1, 2017, 2018, and 2019, subject to Mr. Lewis's continued service through each vesting date.

Other

Other compensation for Mr. Lewis consisted of our standard 401(k) match and dividend equivalents paid in cash upon vesting of restricted stock units.

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Karri R. Callahan, Chief Financial Officer

2016 Chief Financial Officer Pay Mix

Base Salary

Ms. Callahan served as Co-Chief Financial Officer from January 15, 2016 through March 31, 2016 and began serving as Chief Financial Officer on April 1, 2016. Her annualized base salary since she began serving as Co-Chief Financial Officer through the end of 2016 was \$300,000.

Cash Bonus

The cash bonus pursuant to the 2016 Bonus Plan is based on Company and individual performance measures. The amount calculated based on Company performance was multiplied by an individual performance score to determine Ms. Callahan's final bonus pursuant to the 2016 Bonus Plan of \$158,402.

The individual score was determined based on a qualitative evaluation of performance drivers (weighted 50%) and individual goals (weighted 50%). Performance drivers include technical expertise, customer focus, decision quality, communication, overall work quality, and strategy development and execution. Ms. Callahan's individual goals included timely and accurate periodic reporting, developing succession plans for the finance department, including development plans for high potential leaders, representing the Company to investors and to the public, overseeing the Company's internal controls over financial reporting, and taking a lead negotiating role in any acquisitions.

The Compensation Committee also decided to award Ms. Callahan an additional discretionary bonus of \$70,000 based on her exceptional leadership during and significant contributions to the Company's completion of seven acquisitions during 2016: six independent RE/MAX regions (Alaska, New York, New Jersey, Georgia, Kentucky/Tennessee, and Southern Ohio) and Full House Mortgage Connection, Inc., which had created a concept for franchising mortgage brokerages, certain assets of which the Company used in the launch of its Motto mortgage brokerage franchising business.

Equity Grants

In February 2016, the Compensation Committee granted Ms. Callahan 6,028 restricted stock units, with a grant date fair value of \$200,009. The grant is scheduled to vest in equal installments on March 1, 2017, 2018, and 2019, subject to Ms. Callahan's continued service through each vesting date.

Other

Other compensation for Ms. Callahan consisted of our standard 401(k) match, dividend equivalents paid in cash upon vesting of restricted stock units, and a one-time cash payment of accrued paid time off made upon Ms. Callahan's promotion to Chief Financial Officer, a position that does not accrue paid time off.

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Adam M. Contos, Chief Operating Officer

2016 Chief Operating Officer Pay Mix

Base Salary

Mr. Contos has served as Chief Operating Officer since January 15, 2016. His annualized base salary since he began serving in that position through the end of 2016 was \$320,000.

Cash Bonus

The cash bonus pursuant to the 2016 Bonus Plan is based on Company and individual performance measures. The amount calculated based on Company performance was multiplied by an individual performance score to determine Mr. Contos's final bonus pursuant to the 2016 Bonus Plan of \$168,962.

The individual score was determined based on a qualitative evaluation of performance drivers (weighted 50%) and individual goals (weighted 50%). Performance drivers include technical expertise, customer focus, decision quality, communication, overall work quality, and strategy development and execution. Mr. Contos's individual goals included overseeing the improvement of the information technology strategy, overseeing marketing strategy, building relationship with major stockholders, providing leadership and assistance with brand expansion strategies, and creating succession plans for the departments he oversees.

Equity Grants

In February 2016, the Compensation Committee granted Mr. Contos 7,535 restricted stock units, with a grant date fair value of \$250,011. The grant is scheduled to vest in equal installments on March 1, 2017, 2018, and 2019, subject to Mr. Contos's continued service through each vesting date.

Education Benefits

The Company paid tuition and other related expenses for Mr. Contos to obtain an Executive Masters of Business Administration degree from the Daniels College of Business at the University of Denver.

Other

Other compensation for Mr. Contos consisted of our standard 401(k) match, dividend equivalents paid in cash upon vesting of restricted stock units, and a one-time cash payment of accrued paid time off made upon Mr. Contos's promotion to Chief Operating Officer, a position that does not accrue paid time off.

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David Metzger, Former Chief Financial Officer

Mr. Metzger decided to leave the Company in January of 2016. From January 15, 2016 through March 31, 2016, Mr. Metzger and Ms. Callahan served as Co-Chief Financial Officers. Mr. Metzger's annualized base salary during that time was \$575,000. Upon his departure, he received the benefits described below under "Employment Agreements and Separation Agreement." Mr. Metzger did not receive a bonus with respect to his 2016 performance and did not receive any equity grants in 2016.

Other Compensation Policies

Stock Ownership Guidelines

Ownership of RE/MAX Holdings stock helps align the interests of our directors and executive officers with those of stockholders. To encourage stock ownership our Board of Directors has adopted stock ownership guidelines applicable to directors, all Named Executive Officers and certain other members of senior management. The stock ownership guidelines provide a minimum share ownership level for directors and certain officers based on a multiple of base salary or cash retainer. Unvested time-based restricted stock units count toward the threshold. The multiples are as follows: Chief Executive Officer: five times base salary; President, Chief Financial Officer, and Chief Operating Officer: two times base salary; other officers subject to the guidelines: one times base salary; non-employee directors: three times base cash retainer. If an officer or director is below the guidelines' applicable threshold, he or she may not sell more than one half of the after-tax portion of equity awards (other than those that were vested at the time of our IPO).

Transactions Involving Company Stock

Our insider trading policy prohibits all officers, employees, and directors from engaging in any of the following activities without the prior written consent of the Board of Directors or the Chief Compliance Officer: pledging Company stock, entering into hedging transactions involving Company stock, short sales of Company stock, and trading in derivative securities related to Company stock.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed with management the Compensation Discussion and Analysis above. Based on this review and these discussions, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the SEC.

Compensation Committee

Roger J. Dow, Chair

Richard O. Covey

Christine M. Riordan

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## COMPENSATION TABLES

## Summary Compensation Table

The following table presents information regarding compensation earned by or awards to our Named Executive Officers during fiscal years 2016 and 2015.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
David L. Liniger Chief Executive Officer, Chairman, and Co-Founder	2016	—	(1) —	—	—	—	—
	2015	—	—	—	—	—	—
	2014	—	—	—	—	—	—
Geoffrey D. Lewis President	2016	500,000	—	250,011 (2)	184,803	(3) 23,999	(4) 958,813
	2015	489,083	—	350,051	319,700	17,114	1,175,948
	2014	473,800	—	—	71,000	13,489	558,289
Karri R. Callahan, Chief Financial Officer	2016	295,519	70,000	200,009 (2)	158,402	(3) 33,996	(5) 757,926
Adam M. Contos, Chief Operating Officer	2016	317,666	—	250,011 (2)	168,962	(3) 103,188	(6) 839,827
David M. Metzger Former Chief Financial Officer	2016	143,750	—	421,514 (7)	—	613,982	(8) 1,179,246
	2015	575,000	60,000	270,016	367,655	20,523	1,293,194
	2014	575,000	—	—	172,500	13,299	760,799

(1) We discontinued paying a salary to Mr. Liniger at the time of our IPO in October 2013.

(2) Reflects the grant date fair value of restricted stock units granted to each Named Executive Officer, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. See Note 13 to our audited consolidated financial statements in our Annual Report.

(3) Reflects the cash awards that our Named Executive Officers received under the 2016 Bonus Plan for fiscal 2016 performance. The 2016 Bonus Plan was a cash based incentive compensation program adopted pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan. Further details of the 2016 Bonus Plan are discussed above in the Compensation Discussion and Analysis.

(4) Reflects matching contributions made under our 401(k) plan and dividend equivalents paid in cash upon settlement of restricted stock units.

(5) Reflects matching contributions made under our 401(k) plan and dividend equivalents paid in cash upon settlement of restricted stock units. Also includes a one-time payment of \$22,788 for accrued paid time off paid upon Ms. Callahan's promotion to Chief Financial Officer, a position that does not accrue paid time off.



(6) Reflects matching contributions made under our 401(k) plan, dividend equivalents paid in cash upon settlement of restricted stock units, and educational benefits of \$59,470. Also includes a one-time payment of \$31,999 for accrued paid time off paid upon Mr. Contos's promotion to Chief Operating Officer, a position that does not accrue paid time off.

(7) Reflects the additional incremental fair value of restricted stock units due to accelerated vesting pursuant to the Separation Agreement with Mr. Metzger described below.

(8) Reflects matching contributions made under our 401(k) plan and dividend equivalents paid in cash upon settlement of restricted stock units. Also includes salary continuation of \$575,000 pursuant to the Separation Agreement with Mr. Metzger described below.

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## Grants of Plan-Based Awards

Name	Grant date	Estimated future payouts under non-equity incentive plan awards (1)			All other stock awards Number of shares of stock or units (#) (2)	Grant date fair value of stock award (\$ (3)
		Threshold (\$)	Target (\$)	Maximum (\$)		
David L. Liniger	—	—	—	—	—	—
Geoffrey D. Lewis	—	125,000	250,000	375,000		
	2/23/2016				7,535	250,011
Karri R. Callahan	—	75,000	150,000	225,000		
	2/23/2016				6,028	200,009
Adam M. Contos	—	80,000	160,000	240,000		
	2/23/2016				7,535	250,011
David M. Metzger	—	—	—	—	—	—

(1) Represents cash incentives under the 2016 Bonus Plan.

(2) Represents time-based restricted stock units that are scheduled to vest in equal installments on March 1, 2017, 2018, and 2019.

(3) Reflects the grant date fair value of restricted stock units granted to each Named Executive Officer, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. See Note 13 to our audited consolidated financial statements in our Annual Report.

## Outstanding Equity Awards at Fiscal Year End

The following table provides information regarding outstanding equity awards held by our Named Executive Officers as of the end of fiscal year 2016.

Name	Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (1)
David L. Liniger	—	—
Geoffrey D. Lewis	12,672	(2) 709,632
Karri R. Callahan	8,083	(3) 452,648
Adam M. Contos	9,385	(4) 525,560
David M. Metzger	—	—

- (1) Value is calculated by multiplying the number of unvested restricted stock units by \$56.00, which was the closing market price of our Class A common stock on December 30, 2016, the last trading day of the fiscal year.
- (2) Represents unvested restricted stock units that are scheduled to vest as follows: (i) 5,137 vest in equal installments on April 1, 2017 and 2018 and (ii) 7,535 vest in equal installments on March 1, 2017, 2018, and 2019.
- (3) Represents unvested restricted stock units that are scheduled to vest as follows: (i) 2,055 vest in equal installments on April 1, 2017 and 2018 and (ii) 6,028 vest in equal installments on March 1, 2017, 2018, and 2019.
- (4) Represents unvested restricted stock units that are scheduled to vest as follows: (i) 1,850 vest in equal installments on April 1, 2017 and 2018 and (ii) 7,535 vest in equal installments on March 1, 2017, 2018, and 2019.

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## Option Exercises and Stock Vested for Fiscal Year 2016

Name	Option Awards		Stock awards	
	Number of shares acquired on exercise (#)	Value realized on exercise (\$)(1)	Number of shares acquired on vesting (#)	Value realized on vesting (\$)(1)
David L. Liniger	—	—	—	—
Geoffrey D. Lewis	—	—	4,841	199,459
Karri R. Callahan	—	—	1,027	35,226
Adam M. Contos	—	—	1,683	68,884
David M. Metzger	28,057	914,658	12,109	421,514

(1) Represents the amounts realized based on the fair market value of our stock upon vesting, which is the closing price the day before the applicable vesting date.

## Employment Agreements and Separation Agreements

Since our IPO, we have not entered into employment agreements with any Named Executive Officers. Geoffrey Lewis, our President, is the only current Named Executive Officer with an employment agreement. His employment agreement and agreements with our former Chief Financial Officer and Chief Operating Officer, are described below.

## Geoffrey D. Lewis

We entered into an employment agreement with Mr. Lewis on July 1, 2010. Mr. Lewis's employment agreement provides for an initial term through July 1, 2011, but is automatically renewed for one year periods on each anniversary date of the agreement. Pursuant to his employment agreement, Mr. Lewis is entitled to an annual base salary, which is reviewed annually, and is eligible to receive an annual performance-based bonus. Mr. Lewis's current base salary is \$500,000. Additionally, the agreement provides that Mr. Lewis is eligible for tax adjustment "gross-up" payments in the event that Mr. Lewis becomes entitled to any amount that is determined to be subject to a tax penalty.

If Mr. Lewis's employment is terminated (i) by us other than for cause, death, or disability (each as defined in the agreement), or (ii) by Mr. Lewis for good reason (as defined in the agreement), he is entitled to severance benefits consisting of (a) all payments and benefits which have been earned but not yet provided, (b) payments equal to 12 months of base salary paid on our regular payroll schedule, (c) any declared bonus payment that has not yet been paid to be provided in a lump sum within 30 days of termination, and (d) continued standard employee benefits for 12 months, including but not limited to, life insurance, medical insurance, and dental insurance.

Additionally, Mr. Lewis is entitled to a stay-on bonus in the event that he remains actively employed by us for a 12-month period immediately following the date of a change in control (as defined in the agreement). The stay-on bonus is to be determined at the successor's discretion, but in no event will it be less than three months' base salary as of the day before the change in control.

Mr. Lewis agreed that during his employment with us and the 12 months following the termination of his employment, he will not, directly or indirectly, on his own behalf or on behalf of others, solicit or recruit, or attempt to solicit or recruit, any person employed by us to end their employment, or to provide services to Mr. Lewis or to any other business that directly competes with us in the areas of franchising real estate brokerages, real estate brokerage, insurance brokerage or any other defined business in which we are engaged. Additionally, during this period, he has agreed not to directly or indirectly solicit any of our clients that he has had direct or indirect contact with or any of our

franchisees to cease doing business with us or to otherwise do business with his or any directly competing entity.

Mr. Lewis has also agreed not to (a) accept employment or perform services on behalf of himself or any individual or entity that directly competes with us for a period of three months after termination, or (b) accept employment as a senior executive officer or perform services that are similar to the services he performed for us on behalf of himself or any individual or entity that directly competes with us for a period of 12 months after termination. Except if we terminate Mr. Lewis for cause (as defined in the agreement), these restrictions are only enforceable to the extent we tender to Mr. Lewis payment at a rate equal to Mr. Lewis's final base salary. Payment of the severance benefits described above would discharge this payment obligation. If severance benefits are not required to be paid, then we can tender this supplemental consideration at any point in the 12-month period immediately following termination.

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David M. Metzger

We entered into an employment agreement with Mr. Metzger on March 1, 2010. On January 7, 2016, Mr. Metzger's employment agreement was terminated and replaced with a separation and transition agreement (the "Separation Agreement") described below.

Mr. Metzger's employment agreement provided for an initial term through March 1, 2013, but was automatically renewed for one year periods on each anniversary date of the agreement until it was terminated and replaced by the Separation Agreement. Pursuant to his employment agreement, Mr. Metzger was entitled to an annual base salary, which was reviewed annually, and is eligible to receive an annual performance-based bonus. Mr. Metzger's base salary in 2016 was \$575,000. Mr. Metzger's employment agreement provided for certain benefits in the event he was terminated (i) by us other than for cause, death, or disability (each as defined in the agreement), or (ii) by Mr. Metzger for good reason (as defined in the employment agreement).

Pursuant to the Separation Agreement, Mr. Metzger served as Co-Chief Financial Officer until March 31, 2016 (the "Separation Date"), at which time his employment with the Company terminated. Pursuant to the Separation Agreement, Mr. Metzger received a lump sum payment of one year's base salary as well as certain benefits for 12 months thereafter, and his unvested restricted stock units vested. The Separation Agreement provides that Mr. Metzger is eligible for tax adjustment "gross-up" payments in the event that Mr. Metzger becomes entitled to any amount that is determined to be subject to a tax penalty.

Under the Separation Agreement, Mr. Metzger released the Company from any and all claims arising out of or related to his employment with the Company.

Under the Separation Agreement, Mr. Metzger agreed that, for a period of 12 months following the Separation Date, he will not (a) solicit or recruit or attempt to solicit or recruit any person employed by the Company to end their employment with the Company or to provide services to Mr. Metzger or any other business, organization, program, or activity, (b) solicit any RE/MAX master franchisee, franchisee, sales associate, vendor, approved supplier, or marketing partner to cease doing business with the Company or to otherwise do business with Mr. Metzger or any entity that directly competes with the Company, (c) advise or consult with any RE/MAX master franchisee or franchisee for the benefit of such master franchisee or franchisee in any way that is adverse to the Company, or (d) accept employment with or perform services on behalf of any individual or entity that directly competes with the Company.

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## Potential Payments on Termination/Change of Control

The following addresses potential payments to our Named Executive Officers (other than Mr. Metzger, who is no longer employed with the Company) upon termination of employment or a change in control.

Mr. Lewis is the only current Named Executive Officer with an employment agreement. Pursuant to the agreement, if Mr. Lewis's employment is terminated (i) by us other than for cause, death, or disability, or (ii) by Mr. Lewis for good reason, he is entitled to the severance benefits discussed above under "—Employment Agreements and Separation Agreements."

Further, restricted stock unit agreements with our Named Executive Officers provide for accelerated vesting of awards in the event that there is a change of a control and the award is not converted into an equivalent award by the acquiring or successor entity.

For Named Executive Officers serving as of December 31, 2016, the following table sets forth potential termination payments under various circumstances, as though the termination had occurred on December 31, 2016.

Name	Scenario	Cash Severance (\$)	Continued Benefits (\$)	Restricted Stock Vesting (\$) (1)	Total (\$)
David L. Liniger	Voluntary Resignation without Good Reason	—	—	—	—
	Voluntary Resignation with Good Reason	—	—	—	—
	Involuntary Termination not for Cause	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—
	Change in Control	—	—	—	—
	Change in Control and NEO Remains Employed for 12 Months Thereafter	—	—	—	—
Geoffrey D. Lewis	Voluntary Resignation without Good Reason	—	—	—	—
	Voluntary Resignation with Good Reason	500,000	34,535	—	534,535
	Involuntary Termination not for Cause	500,000	34,535	—	534,535
	Involuntary Termination for Cause	—	—	—	—
	Change in Control	—	—	709,632	709,632
	Change in Control and NEO Remains Employed for 12 Months Thereafter	125,000	—	709,632	834,632
Karri R. Callahan	Voluntary Resignation without Good Reason	—	—	—	—
	Voluntary Resignation with Good Reason	—	—	—	—
	Involuntary Termination not for Cause	—	—	—	—
	Involuntary Termination for Cause	—	—	—	—
	Change in Control	—	—	337,568	337,568
	Change in Control and NEO Remains Employed for 12 Months Thereafter	—	—	337,568	337,568
Adam M. Contos	Voluntary Resignation without Good Reason	—	—	—	—
	Voluntary Resignation with Good Reason	—	—	—	—

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Involuntary Termination not for Cause	—	—	—	—
Involuntary Termination for Cause	—	—	—	—
Change in Control	—	—	421,960	421,960
Change in Control and NEO Remains Employed for 12 Months Thereafter	—	—	421,960	421,960

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(1) Reflects accelerated vesting of restricted stock units in the event of a change in control in connection with which the restricted stock units are not converted into an equivalent award by the acquiring or successor entity.



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Employee Benefit and Stock Plans

2013 Omnibus Incentive Plan

Please see the description of the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan under Proposal 5 below.

401(k) Plan

RE/MAX, LLC maintains a tax-qualified 401(k) retirement savings plan for participants who satisfy certain eligibility requirements, including a minimum hours of service requirement. The 401(k) plan participants, including certain of our Named Executive Officers, may elect to defer up to 60% of their eligible regular compensation and bonuses, subject to applicable annual limits set pursuant to the Internal Revenue Code of 1986, as amended (the “Code”). The Company may make discretionary matching and profit sharing contributions on behalf of plan participants. Plan participants may elect to invest their contributions in various established funds. All amounts contributed to the plan and earnings on these contributions are fully vested at all times.

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## DIRECTOR COMPENSATION

Our Compensation Committee is responsible for determining executive compensation. The table below illustrates the compensation structure for non-employee directors in 2016. Directors who are also employees receive no additional compensation for their services as directors.

Element	Annual Amount (\$)
Retainer (cash)	60,000
Equity Grant (restricted stock units that vest after approximately one year)	60,000
Additional Retainer for Lead Director (cash)	20,000
Additional Retainer for Audit Committee Chair (cash)	25,000
Additional Retainer for Audit Committee Member (cash)	12,500
Additional Retainer for Compensation Committee Chair (cash)	15,000
Additional Retainer for Compensation Committee Member (cash)	5,000
Additional Retainer for Nominating and Corporate Governance Committee Chair (cash)	10,000
Additional Retainer for Nominating and Corporate Governance Committee Member (cash)	5,000

The following table shows director compensation for fiscal year 2016.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	All Other Compensation (\$)(2)	Total (\$)
Richard O. Covey	90,000	60,023	3,313	153,336
Kathleen J. Cunningham	90,000	60,023	3,313	153,336
Joseph A. DeSplinter (3)	72,500	60,023	—	132,523
Roger J. Dow	73,750	60,023	3,313	137,086
Ronald E. Harrison	77,500	60,023	3,313	140,836
Daryl L. Jespersen (4)	35,000	—	3,313	38,313
David L. Liniger (5)	—	—	—	—
Gail A. Liniger (5)	—	—	—	—
Daniel J. Predovich	62,500	60,023	3,313	125,836
Christine M. Riordan	73,750	60,023	3,313	137,086
Teresa S. Van De Bogart (6)	36,250	60,004	—	96,254

(1) Reflects the grant date fair value of restricted stock units granted to each Named Executive Officer, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. See Note 13 to our audited consolidated financial statements in our Annual Report.

(2) Reflects dividend equivalents paid in cash upon settlement of restricted stock units.

(3) Mr. DeSplinter was elected to the Board in February 2016.

(4) Mr. Jespersen's term as a director ended in May 2016 and he did not seek reelection.

(5) Since our IPO in 2013, Mr. and Ms. Liniger have not received compensation (other than benefits similar to other employees) for their service as officers or directors.

(6) Ms. Van De Bogart was elected to the Board in May 2016.

In addition to the amounts in the table above, all directors receive reimbursement for reasonable out-of-pocket expenses incurred in connection with meetings of our Board of Directors.

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## STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the beneficial ownership of our Class A common stock and Class B common stock by (i) each of our directors, (ii) each of our Named Executive Officers, (iii) our directors and executive officers as a group, and (iv) each person known to us to beneficially own more than 5% of our voting securities. For our directors and officers, the information is as of the Record Date, unless otherwise noted. For stockholders who own more than 5% of our Class A common stock, the information is as of the most recent form 13G filed by each such stockholder with the SEC. Unless otherwise noted, the address of each stockholder is c/o RE/MAX Holdings, 5075 S. Syracuse St., Denver, CO 80237.

We have determined beneficial ownership in accordance with SEC rules. The information does not necessarily indicate beneficial ownership for any other purpose. Under these rules, the number of shares of common stock deemed outstanding includes shares issuable upon exercise of options or conversion rights held by the respective person or group that may be exercised or converted within 60 days after the Record Date.

Pursuant to RMCO's Fourth Amended and Restated Operating Agreement, common units in RMCO are redeemable at the unitholders' election for, at our option, shares of Class A common stock of RE/MAX Holdings on a one-for-one basis (subject to customary adjustments, including conversion rate adjustments, underwriting discounts, commissions and adjustments for stock splits, stock dividends and reclassifications) or a cash payment equal to the market price of one share of our Class A common stock for each common unit redeemed. Beneficial ownership of common units reflected in the following table is not reflected as beneficial ownership of shares of our Class A common stock for which such units may be redeemed.

	Class A		RMCO Common Units		Class B (1)		Combined Voting Power of Class A and Class B
	Number	Percentage	Number	Percentage	Number	Percentage	Percentage
Directors and Named Executive Officers							
David L. Liniger (2)	—	*	12,559,600	41.53%	1	100.00%	58.69%
Gail A. Liniger (2)	—	*	12,559,600	41.53%	1	100.00%	58.69%
Geoffrey D. Lewis	8,515	*	—	*	—	*	*
Karri R. Callahan	3,344	*	—	*	—	*	*
Adam M. Contos	3,979	*	—	*	—	*	*
Richard O. Covey	7,123	*	—	*	—	*	*
Kathleen J. Cunningham	8,823	*	—	*	—	*	*
Joseph A. DeSplinter	1,809	*	—	*	—	*	*
Roger J. Dow	10,623	*	—	*	—	*	*
Ronald E. Harrison	10,623	*	—	*	—	*	*
Dan J. Predovich	1,829	*	—	*	—	*	*
Christine M. Riordan	3,350	*	—	*	—	*	*
Teresa S. Van De Bogart	1,639	*	—	*	—	*	*
	16,157	*	—	*	—	*	*

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David M. Metzger (3) Directors and executive officers as a group (13 persons) (4)	61,657	*	12,559,600	41.53%	1	100.00%	58.83%
5% Stockholders RIHI (5)	—	*	12,559,600	41.53%	1	100.00%	58.69%
T. Rowe Price Associates, Inc. (6)	2,380,042	13.46%	—	*	—	*	5.56%
BlackRock, Inc. (7)	2,191,070	12.39%	—	*	—	*	5.12%
Kayne Anderson Rudnick Investment Management LLC (8)	1,550,907	8.77%	—	*	—	*	3.62%
Burgundy Asset Management Ltd. (9)	1,532,803	8.67%	—	*	—	*	3.58%
Van Berkomp & Associates Inc. (10)	1,137,516	6.43%	—	*	—	*	2.66%
Waddell & Reed Financial Inc. (11)	952,080	5.38%	—	*	—	*	2.22%

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\* Less than 1%

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- (1) Holders of Class B common stock are entitled to, without regard to the number of shares of Class B common stock held, a number of votes on matters presented to stockholders of RE/MAX Holdings that is equal to two times the aggregate number of common units of RMCO that such stockholder holds.
- (2) Includes common units in RMCO held by RIHI which may be redeemed at RIHI's election for, at our option, shares of Class A common stock of RE/MAX Holdings on a one-for-one basis (subject to customary adjustments, including conversion rate adjustments, underwriting discounts, commissions, and adjustments for stock splits, stock dividends and reclassifications) or cash. Mr. and Mrs. Liniger have dispositive, voting, and investment control over such common units in RMCO.
- (3) Information for Mr. Metzger is as of March 31, 2016, the date his employment with the Company ended. Includes 12,109 restricted stock units which vested shortly after Mr. Metzger's employment ended pursuant to the Separation Agreement described above.
- (4) Total does not include shares held by Mr. Metzger because he is no longer an executive officer.
- (5) Includes common units in RMCO which may be redeemed at RIHI's election for, at our option, shares of Class A common stock of RE/MAX Holdings on a one-for-one basis (subject to customary adjustments, including conversion rate adjustments, underwriting discounts, commissions, and adjustments for stock splits, stock dividends, and reclassifications) or cash. RIHI is majority owned and controlled by David Liniger, our Chief Executive Officer, Chairman, and Co-Founder and Gail Liniger, our Vice Chair and Co-Founder. As such, Mr. and Mrs. Liniger have dispositive, voting, and investment control over the common units held by RIHI.
- (6) Based solely on a Schedule 13G/A jointly filed on February 7, 2017 by T. Rowe Price Associates, Inc. ("TRP") and T. Rowe Price New Horizons Fund, Inc. ("NHF"). TRP reported sole voting power with respect to 417,859 shares and sole dispositive power with respect to 2,380,042 shares. NHF reported sole voting power with respect to 1,088,053. TRP denies beneficial ownership of the securities reported on the Schedule 13G/A. In such filing, the address for TRP and NHF is 100 E. Pratt Street, Baltimore, MD 21202.
- (7) Based solely on a Schedule 13G/A filed by BlackRock, Inc. ("BlackRock") on January 17, 2017. BlackRock reported sole voting power with respect to 2,140,988 shares and sole dispositive power with respect to 2,191,070 shares. In such filing, BlackRock lists its address as 55 East 52nd Street, New York, NY 10055.
- (8) Based solely on a Schedule 13G filed by Kayne Anderson Rudnick Investment Management LLC ("Kayne Anderson") on February 9, 2017. Kayne Anderson reported sole voting power with respect to 1,189,287 shares, shared voting power with respect to 361,620 shares, sole dispositive power with respect to 1,189,287, and shared dispositive power with respect to 361,620 shares. In such filing, Kayne Anderson lists its address as 1800 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067.
- (9) Based solely on a Schedule 13G/A filed on February 10, 2017 by Burgundy Asset Management Ltd. ("Burgundy"). Burgundy reported sole voting power with respect to 1,069,028 shares and sole dispositive power with respect to 1,532,803 shares. In such filing, Burgundy lists its address as 181 Bay St., Suite 4510, Toronto, Ontario M5J 2T3, Canada.
- (10) Based solely on a Schedule 13G filed by Van Berkomp & Associates Inc. ("VB") on February 9, 2017. VB reported sole voting and sole dispositive power with respect to all shares reported. In such filing, VB lists its address as 1130 Sherbrooke Street West, Suite 1005, Montreal, Quebec H3A 2M8, Canada. VB disclaims beneficial ownership of the shares reported, except to the extent of its pecuniary interest therein.

(11) Based solely on a Schedule 13G jointly filed on February 14, 2017 by Ivy Investment Management Company (“IICO”), Waddell & Reed, Inc. (“WRI”), Waddell & Reed Financial Services, Inc. (“WRFSI”), Waddell & Reed Financial, Inc. (“WDR”), and Waddell & Reed Investment Management Company (“WRIMCO”). According to such filing, IICO is an investment advisory subsidiary of WDR or WRIMCO, an investment advisory subsidiary of WRI; WRI is a broker-dealer and underwriting subsidiary of WRFSI, a subsidiary of WDR. The filing shows the following sole power to vote or to direct the vote: WDR: 952,080, WRFSI: 420,880, WRI: 420,880, WRIMCO: 420,880, IICO: 531,200 (all indirect, except for IICO, which is direct). The filing shows the following sole power to dispose or to direct the disposition: WDR: 952,080, WRFSI: 420,880, WRI: 420,880, WRIMCO: 420,880, IICO: 531,200 (all indirect, except for IICO, which is direct). In the filing, the address for each of for each of Ivy, WRI, WRFSI, WRFI, and WRI is listed as 6300 Lamar Avenue, Overland Park, KS.

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SECTION 16 BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's directors, executive officers, and persons who beneficially own more than 10% of the Company's common stock, to file reports of beneficial ownership and reports of changes in beneficial ownership with the SEC. Such persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports that they file. We assist our directors and officers with their Section 16(a) filings. Based solely on a review of reports filed with the SEC and written representations from directors and executive officers, we believe that all required reports under Section 16(a) were timely filed during 2016.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We describe below the transactions and series of similar transactions, during 2016, to which we were a participant or will be a participant, in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, executive officers, holders of more than 5% of our capital stock (which we refer to as 5% stockholders), or any member of their immediate family had or will have a direct or indirect material interest, other than compensation arrangements with directors and executive officers, which are described where required under the section titled “—Executive Compensation.”

Registration Rights Agreement

We entered into a registration rights agreement with RIHI in connection with our IPO. The registration rights agreement provides RIHI certain registration rights whereby, at any time following our IPO and the expiration of any related lock-up period, it can require us to register, under the Securities Act of 1933, shares owned by it and not sold in our IPO. The registration rights agreement also provides for piggyback registration rights for all stockholders that are parties to the agreement.

Tax Receivable Agreements

In connection with our IPO, we entered into certain transactions which are expected to have the effect of reducing the amounts that we would otherwise pay in the future to various tax authorities as a result of increasing our share of tax basis in RMCO’s tangible and intangible assets. In connection with these transactions, we entered into a separate tax receivable agreement with each of RMCO’s historical owners, including RIHI. These agreements provide for the payment by us to the counterparties to the agreements of 85% of the amount of cash savings, if any, in U.S. federal, state, and local income tax or franchise tax that we actually realize, or in some circumstances are deemed to realize, as a result of an expected increase in our share of tax basis in RMCO’s tangible and intangible assets, including increases attributable to payments made under the tax receivable agreements, and deductions attributable to imputed and actual interest that accrues in respect of such payments. These tax benefit payments are not conditioned upon one or more of the historical owners maintaining a continued ownership interest in either RMCO or RE/MAX Holdings. We expect to benefit from the remaining 15% of cash savings, if any, that we may actually realize. The substantive provisions of the separate tax receivable agreements that we entered into with each of RMCO’s historical owners are substantially identical.

For purposes of the tax receivable agreements, cash savings in income and franchise tax are computed by comparing our actual income and franchise tax liability to the amount of such taxes that we would have been required to pay had there been no increase in our share of tax basis in RMCO’s tangible and intangible assets and had the tax receivable agreements not been entered into. The tax receivable agreements generally apply to each of our taxable years and began with the first taxable year ending after the consummation of the IPO. There is no maximum term for the tax receivable agreements; however, the tax receivable agreements may be terminated by us pursuant to an early termination procedure that requires us to pay the counterparties an agreed upon amount equal to the estimated present value of the remaining payments to be made under the agreement.

Although the actual timing and amount of any payments that may be made under the tax receivable agreements will vary depending upon a number of facts and circumstances that are beyond our control (including the timing and amount of any redemption of common units by RIHI, the trading price of our shares of Class A common stock at the time of any such redemptions, and the amount and timing of our taxable income and the applicable tax rate), we

expect that the payments that we may be required to make to the counterparties could be substantial. Any payments made by us to the counterparties to the tax receivable agreements will generally reduce the amount of overall cash flow that might have otherwise been available to us or to RMCO and, to the extent that we are unable to make payments under the tax receivable agreements for any reason, the unpaid amounts will be deferred and will accrue interest until paid by us.

The tax receivable agreements provide that if certain mergers, asset sales, other forms of business combination, or other changes of control were to occur, or that if, at any time, we elect an early termination of the tax receivable agreements, then our obligations, or our successor's obligations, under the tax receivable agreements would be based on certain assumptions, including an assumption that we would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the tax receivable agreements.

As a result, (i) we could be required to make cash payments to the counterparties that are greater than the specified percentage of the actual benefits we ultimately realize, and (ii) if we elect to terminate the tax receivable agreements early, we would

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be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the tax receivable agreements, which payment may be made significantly in advance of the actual realization, if any, of such future tax benefits.

The tax receivable agreements provide that we may, at our option, make one or more estimated payments to the counterparties in respect of any anticipated payments required under the tax receivable agreements. Any estimated payments made under the terms of the tax receivable agreements are subject to adjustment pending a final determination of the actual payments required under the tax receivable agreements.

We will also not be reimbursed for any cash payments previously made to the counterparties to the tax receivable agreements if any tax benefits initially claimed by us are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by us to a counterparty will be netted against any future cash payments that we might otherwise be required to make under the terms of the tax receivable agreements. However, we might not determine that we have effectively made an excess cash payment to the counterparties for a number of years following the initial time of such payment. As a result, it is possible that we could make cash payments under the tax receivable agreements that are substantially greater than our actual cash tax savings. Although we are not currently aware of any reason why any tax basis increases or other tax benefits would be challenged by a taxing authority, if we determine that any tax basis increases or other tax benefits may be subjected to a reasonable challenge or are being challenged by a taxing authority, we may withhold some or all of the payments otherwise due to the counterparties under the tax receivable agreements in an interest-bearing escrow account until such a challenge is no longer possible or is otherwise resolved.

We will have full responsibility for, and sole discretion over, all RE/MAX Holdings tax matters, including the filing and amendment of all tax returns and claims for refund and defense of all tax contests, subject to certain participation rights held by the counterparties.

Payments are generally due under the tax receivable agreements within a specified period of time following the filing of our tax return for the taxable year with respect to which the payment obligation arises, although interest on such payments will begin to accrue at a rate of LIBOR plus 100 basis points from the due date (without extensions) of such tax return. Any late payments that may be made under the tax receivable agreements will continue to accrue interest at LIBOR plus 300 basis points until such payments are made, including any late payments that we may subsequently make because we did not have enough available cash to satisfy our payment obligations at the time at which they originally arose.

We entered into the tax receivable agreements on October 7, 2013. During 2016, we made a payment under the tax receivable agreement with RIHI of approximately \$1.3 million.

### RMCO Operating Agreement

In connection with our IPO, RE/MAX Holdings, RIHI and RMCO entered into RMCO's fourth amended and restated limited liability company agreement (the "RMCO Agreement").

**Appointment as Manager.** Under the restated RMCO Agreement, we are a member and the sole manager of RMCO. As the sole manager, we control all of the day-to-day business affairs and decision-making of RMCO without the approval of any other member. As such, we, through our officers and directors, are responsible for all operational and administrative decisions of RMCO and the day-to-day management of RMCO's business. Pursuant to the terms of the RMCO Agreement, we also cannot, under any circumstances, be removed as the sole manager of RMCO. Except as necessary to avoid being classified as an investment company or with the approval of RIHI, as long as we are the sole manager of RMCO, our business is limited to owning and dealing with our common units of RMCO, managing the

business of RMCO, and fulfilling our obligations under the Exchange Act, and activities incidental to the foregoing.

Compensation. We are not entitled to compensation for our services as manager except as provided in the management services agreement described below under “—Management Services Agreement,” or as otherwise approved by a vote of the members holding a majority of the outstanding common units. We are entitled to reimbursement by RMCO pursuant to the management services agreement for our reasonable out-of-pocket expenses incurred on its behalf.

Distributions. The RMCO Agreement requires “tax distributions” to be made by RMCO to its members, as that term is defined in the agreement. Tax distributions will be made pro rata on a quarterly basis to each member of RMCO, including us, such that each member will receive a tax distribution that is proportionate to its percentage interest in RMCO (based on the number of common units in RMCO that it holds relative to the total number of outstanding common units of RMCO) and that is sufficient to satisfy its tax liability based on such member’s allocable share of the taxable income of RMCO and an assumed tax rate that will be