
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 18, 2019

RE/MAX Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36101
(Commission
File Number)

80-0937145
(IRS Employer
Identification No.)

**5075 South Syracuse Street
Denver, Colorado 80237**
(Address of principal executive offices, including Zip code)

(303) 770-5531
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Class A Common Stock \$0.0001 par value per share	RMAX	New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure. *

On December 18, 2019, RE/MAX Holdings, Inc. (“RE/MAX”) issued a press release announcing the acquisition of First Leads, Inc. as part of its ongoing technology transformation. The press release is furnished as Exhibit 99.1 hereto. A slide presentation regarding the acquisition that RE/MAX intends to post to its investor relations website at www.remax.com is furnished as Exhibit 99.2 hereto.

Item 9.01. Financial Statements and Exhibits. *

Exhibit No.	Description
99.1	Press Release dated December 18, 2019
99.2	Slide Presentation
104	Cover Page Interactive Data File (formatted as inline XBRL).

* The information contained in Items 7.01 and 9.01 of this Current Report on Form 8-K is being “furnished” and shall not be deemed “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be set forth by specific reference in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RE/MAX HOLDINGS, INC.

Date: December 18, 2019

By: /s/ Adam Lindquist Scoville

Adam Lindquist Scoville

Vice President, General Counsel, and Secretary



Wednesday, December 18, 2019

Contact:
Jennifer Armbruster
Communications Director, RE/MAX, LLC
(303) 796-3368 | jarmbruster@remax.com

***RE/MAX Acquires Data Science Startup First,
Continuing the Brand's Technological Transformation***

World's most productive real estate network gains competitive advantage with access to First's intelligent coaching platform

DENVER – RE/MAX Holdings, Inc. (NYSE: RMAX), parent company of [RE/MAX](#), one of the world's leading franchisors of real estate brokerage services, today announced that it has acquired [First](#), a technology company that leverages data science, machine learning and human interaction to help real estate professionals better leverage the value of their personal network.

The four-year-old, North Carolina-based technology startup is known for creating the First app, an intelligent coaching platform that makes it easy for agents to identify likely sellers within their own network of contacts. With a focus on helping agents identify future listings, the app prioritizes who agents should reach out to and when, so they may strengthen current relationships when it matters most. It also organizes and consolidates an agent's database and provides reporting on how much business is both won and lost from within an agent's network.

"We have set our sights on becoming the global leader in real estate technology, and the acquisition of First is evidence of that steadfast commitment," said [Adam Contos](#), RE/MAX Chief Executive Officer. "With First, we found next-level talent combined with a game-changing service, delivering exclusive access to one of the best products for agents out there today."

With the acquisition, RE/MAX agents in the U.S. will gain exclusive access to First's platform at a significant discount beginning in early 2020. Current First clients not affiliated with RE/MAX may remain on through their current contract's expiration, or until the end of 2020.

"We've seen the impact the First platform has had in growing individual agents' businesses, and the fact that we'll now bring it to scale with the RE/MAX Network's extensive group of agents is motivating," said Mike Schneider, First CEO and Co-founder. "The race is on in the industry to establish technology as a true competitive advantage. For us, RE/MAX was the obvious choice given its brand, strategic roadmap, and global leadership position within the industry."

FOR IMMEDIATE RELEASE

Following the acquisition, Schneider will continue to lead the First team, who will remain in Durham, North Carolina, working closely with technology leaders at RE/MAX on upcoming integrations and contributions to the overall technology roadmap for the RE/MAX brand in 2020 and beyond.

“We’re committed to providing our global network of highly productive real estate agents with world-class tools, training and technology, and adding First to our powerful technology suite is the next step in that ongoing journey,” said [Nick Bailey](#), RE/MAX Chief Customer Officer. “It’s the perfect complement to the booj Platform – our most recent technology offering that helps agents manage their business – and is another advantage for RE/MAX agents looking to grow their businesses efficiently and effectively.”

The technology transformation of RE/MAX began in February 2018 when it acquired [booj](#), an award-winning Colorado-based web design and technology company. Beginning in August 2019, the booj Platform, an integrated suite of digital products that empower high-producing agents, teams and brokers to proactively establish, manage and grow client relationships was made available to RE/MAX affiliates in the U.S. The brand is also planning the launch of a new remax.com and consumer-facing mobile experience that will enable RE/MAX affiliates to deliver a more data-driven and efficient homebuying experience for their clients in early 2020.

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About RE/MAX Holdings, Inc.

RE/MAX Holdings, Inc. (NYSE: RMAX) is one of the world’s leading franchisors in the real estate industry, franchising real estate brokerages globally under the RE/MAX® brand, and mortgage brokerages within the U.S. under the Motto Mortgage® brand. RE/MAX was founded in 1973 by David and Gail Liniger, with an innovative, entrepreneurial culture affording its agents and franchisees the flexibility to operate their businesses with great independence. Now with more than 125,000 agents across over 110 countries and territories, nobody in the world sells more real estate than RE/MAX, as measured by total residential transaction sides. Dedicated to innovation and change in the real estate industry, RE/MAX launched Motto Franchising, LLC, a ground-breaking mortgage brokerage franchisor, in 2016.

Forwarding-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are often identified by the use of words such as “believe,” “intend,” “expect,” “estimate,” “plan,” “outlook,” “project,” “anticipate,” “may,” “will,” “would” and other similar words and expressions that predict or indicate future events or trends that are not statements of historical matters. Forward-looking statements include statements regarding technology initiatives of RE/MAX and the expected benefits of the acquisition of First. Forward-looking statements should not be read as guarantees of future performance or results. Forward-looking statements are based on information available at the time those statements are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Such risks and uncertainties include, without limitation: (1) the ability of RE/MAX to successfully integrate First technology into RE/MAX platforms and to deploy such technology at scale; (2) failure to retain key talent at RE/MAX and at First; (3) changes in business and economic activity in general; (4) changes in the real estate market or interest rates and availability of financing; (5) changes in laws and regulations, including those related to data privacy, as well as those risks and uncertainties described in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (“SEC”) and similar disclosures in subsequent periodic and current reports filed with the SEC, which are available on the investor relations page of the Company’s website at www.remax.com and on the SEC website at www.sec.gov. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Except as required by law, the Company does not intend, and undertakes no obligation, to update this information to reflect future events or circumstances.

Acquisition of First

Continued Execution of RE/MAX Holdings' Technology Strategy

First is known for creating the First app, an intelligent coaching platform that makes it easy for agents to identify likely sellers within their own network of contacts. First helps make professional real estate agents even more productive. First is expected to be highly complementary to the booj platform, which has been purpose built to help RE/MAX agents cultivate relationships.

First Facts

- First, a four-year-old, North Carolina-based technology startup, leverages data science, machine learning and human interaction to help real estate professionals better leverage the value of their personal network
- With the acquisition, RE/MAX agents will gain exclusive access to First's mobile-based SaaS app at a significant discount¹
- First's skilled roster of real estate technology developers and strategists adds to the impressive RE/MAX technology talent base

Financial Considerations

- Funded via cash on hand
- Financial terms not disclosed
- Expect negligible financial impact to Q4 2019
- Expect First to be accretive to Adjusted EBITDA² and Adjusted EPS² beginning in FY 2021



¹Legacy non-RE/MAX subscribers to First are expected to transition off First's app by the end of 2020.

²Non-GAAP financial measure. See the investor relations section of www.remax.com for definitions and reconciliations of non-GAAP financial measures.

Acquisition of First

Continued Execution of RE/MAX Technology Strategy

Forward-looking statements

This presentation includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are often identified by the use of words such as “believe,” “intend,” “expect,” “estimate,” “plan,” “outlook,” “project,” “anticipate,” “may,” “will,” “would” and other similar words and expressions that predict or indicate future events or trends that are not statements of historical matters. Forward-looking statements include statements regarding technology initiatives of RE/MAX, the expected benefits of the acquisition of First], and the financial impact of the acquisition of First, as well as the timing of the foregoing. Forward-looking statements should not be read as guarantees of future performance or results. Forward-looking statements are based on information available at the time those statements are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Such risks and uncertainties include, without limitation: (1) the ability of RE/MAX to successfully integrate First technology into RE/MAX platforms and to deploy such technology at scale; (2) failure to retain key talent at RE/MAX and at First; (3) changes in business and economic activity in general; (4) changes in the real estate market or interest rates and availability of financing; (5) changes in laws and regulations, including those related to data privacy, as well as those risks and uncertainties described in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) and similar disclosures in subsequent periodic and current reports filed with the SEC, which are available on the investor relations page of the Company’s website at www.remax.com and on the SEC website at www.sec.gov. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Except as required by law, the company does not intend, and undertakes no obligation, to update this information to reflect future events or circumstances.

