

FORM 4

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

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

OMB APPROVAL  
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>LEWIS GEOFFREY D</b> <div>(Last) (First) (Middle)</div> <b>5075 S. SYRACUSE ST.</b> <div>(Street)</div> <b>DENVER, CO 80237</b> <div>(City) (State) (Zip)</div>	2. Issuer Name and Ticker or Trading Symbol <b>RE/MAX Holdings, Inc. [ RMAX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>____ Director <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <b>President</b> ____ 10% Owner ____ Other (specify below)</div>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/6/2017</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</div>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	3/6/2017		A		1804 (1)	A	\$0.00	17912 (2)	D	
Class A Common Stock	3/6/2017		A		2706 (3)	A	\$0.00	20618 (4)	D	

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)															
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- ( Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on March 6, 2017, the reporting person was granted restricted stock units ("RSUs")
- 1) which vest in three equal annual installments beginning on March 1, 2018.
- ( Includes 11,965 unvested RSUs.
- 2)
- ( Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on March 6, 2017, the reporting person was granted performance-based RSUs which
- 3) will vest, if at all, following the performance period of January 1, 2017 through December 31, 2019. The number set forth above is the target amount. The number of RSUs that vest will range from 0-150% of such amount.
- ( Includes 14,671 unvested RSUs.
- 4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS GEOFFREY D 5075 S. SYRACUSE ST. DENVER, CO 80237			President	

Signatures

/s/ Mark Rohr, as Attorney-in-Fact

3/8/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.