

RE/MAX Holdings, Inc.  
Form SC 13G/A  
February 17, 2015

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

**SCHEDULE 13G/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**RE/MAX HOLDINGS, INC.**

**(Name of Issuer)**

**Class A Common Stock**

**(Title of Class of Securities)**

**75524W108**

**(CUSIP Number)**

**December 31, 2014**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( "Act" ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 75524W108

1. Name of reporting persons.

RIHI, Inc.

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

United States

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 17,734,600 (See Item 4)

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

17,734,600

9. Aggregate amount beneficially owned by each reporting person

17,734,600

10. Check box if the aggregate amount in Row (9) excludes certain shares "

11. Percent of class represented by amount in Row (9)

60.11%

12. Type of reporting person

CO

CUSIP No. 75524W108

1. Name of reporting persons.

David L. Liniger

2. Check the appropriate box if a member of a group

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

United States

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 17,734,600 (See Item 4)

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

17,734,600

9. Aggregate amount beneficially owned by each reporting person

17,734,600

10. Check box if the aggregate amount in Row (9) excludes certain shares "

11. Percent of class represented by amount in Row (9)

60.11%

12. Type of reporting person

IN

CUSIP No. 75524W108

1. Name of reporting persons.

Gail A. Liniger

2. Check the appropriate box if a member of a group

(a) ☐ (b) ☐

3. SEC use only

4. Citizenship or place of organization

United States

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 17,734,600 (See Item 4)

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

17,734,600

9. Aggregate amount beneficially owned by each reporting person

17,734,600

10. Check box if the aggregate amount in Row (9) excludes certain shares ☐

11. Percent of class represented by amount in Row (9)

60.11%

12. Type of reporting person

IN



**Item 1.**

(a) Name of Issuer:

RE/MAX Holdings, Inc. (the Issuer )

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

5075 South Syracuse Street

Denver, Colorado 80237

**Item 2.**

(a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

RIHI, Inc.

David L. Liniger

Gail A. Liniger

(b) Address or Principal Business Office:

The address for each of the Reporting Persons is 5075 South Syracuse Street

Denver, Colorado 80237.

(c) Citizenship of each Reporting Person is:

Each of the Reporting Persons is a natural person and citizen of the United States, other than RIHI, Inc., which is a corporation organized in the state of Delaware.

(d) Title of Class of Securities:

Common Units of RMCO, LLC ( Common Units ), which, pursuant to the terms of the Fourth Amended and Restated RMCO, LLC Agreement, are redeemable, at the election of the holder, for, at the Issuer's option, newly issued shares of Class A common stock of the Issuer ( Common Stock ) on a one-for-one basis or a cash payment equal to the market price of one share of Class A common stock (subject to customary adjustments, including conversion rate adjustments, underwriting discounts, commissions and adjustments for stock splits, stock dividends and reclassifications).

(e) CUSIP Number:  
75524W108

**Item 3.**

Not applicable.

**Item 4. Ownership.**

(a) Amount Beneficially Owned:  
RIHI, Inc. owns 17,734,600 Common Units. David L. Liniger and Gail A. Liniger share dispositive, voting and investment control over such common units of RMCO, LLC.

(b) Percent of Class:  
60.11%. This percentage is determined by dividing the number of Common Units convertible into shares of Common Stock of the Issuer beneficially held by the reporting persons, by 29,502,641. The denominator, 29,502,641, is the sum of (x) 11,768,041, the number of shares of Common Stock of the Issuer issued and outstanding as of December 31, 2014, and (y) 17,734,600, the number of Common Units that may be converted into shares of Common Stock by the reporting persons.

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

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

-

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

17,734,600

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

-

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

17,734,600

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

Not applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable

**Item 8. Identification and Classification of Members of the Group.**

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

**Item 10. Certification.**

Not applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 17, 2015

**RIHI, INC.**

By: /s/ David L. Liniger

Name: David L. Liniger

Title: Chairman

**DAVID L. LINIGER**

/s/ David L. Liniger

**GAIL A. LINIGER**

/s/ Gail A. Liniger