

# FORM 4

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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Metzger David</b>		<b>RE/MAX Holdings, Inc. [ RMAX ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>COO and CFO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>5075 S. SYRACUSE ST.</b>		<b>6/2/2015</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>DENVER, CO 80237</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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	6/2/2015		M		50872	A	\$3.60	68793 <sup>(1)</sup>	D	
Class A Common Stock	6/2/2015		S		50872	D	\$34.35 <sup>(2)</sup>	17921 <sup>(1)</sup>	D	
Class A Common Stock	6/3/2015		M		12000	A	\$3.60	29921 <sup>(1)</sup>	D	
Class A Common Stock	6/3/2015		S		12000	D	\$34.47 <sup>(3)</sup>	17921 <sup>(1)</sup>	D	
Class A Common Stock	6/4/2015		M		29436	A	\$3.60	47357 <sup>(1)</sup>	D	
Class A Common Stock	6/4/2015		S		29436	D	\$34.42 <sup>(4)</sup>	17921 <sup>(1)</sup>	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$3.60	6/2/2015		M		50872	10/1/2013	11/15/2022	Class A Common Stock	50872	\$0.00	136628	D	
Stock Option (Right to Buy)	\$3.60	6/3/2015		M		12000	10/1/2013	11/15/2022	Class A Common Stock	12000	\$0.00	124628	D	
Stock Option (Right to Buy)	\$3.60	6/4/2015		M		29436	10/1/2013	11/15/2022	Class A Common Stock	29436	\$0.00	95192	D	

#### Explanation of Responses:

( 1 )

Includes 15,897 unvested restricted stock units granted pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan which are scheduled to vest as follows: (i) 7,576 in equal installments on December 1, 2015 and 2016 and (ii) 8,321 in equal installments on April

1, 2016, 2017 and 2018.

- (2) The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.27 to \$34.40. The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (3) The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.40 to \$34.63. The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (4) The reported price represents the weighted average sale price of multiple sales on the same day at prices ranging from \$34.32 to \$34.80. The reporting person hereby undertakes to provide upon request by SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares sold at each separate price.

#### Reporting Owners

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

#### Signatures

/s/ Mark Rohr as Attorney-in-Fact

6/4/2015

\*\* 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.