

Form **8937**  
 (December 2011)  
 Department of the Treasury  
 Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

### Part I Reporting Issuer

1 Issuer's name <b>RE/MAX Holdings, Inc.</b>		2 Issuer's employer identification number (EIN) <b>80-0937145</b>	
3 Name of contact for additional information <b>Scott Casper</b>	4 Telephone No. of contact <b>(303) 224-5458</b>	5 Email address of contact <b>investorrelations@remax.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>5075 S. Syracuse St.</b>		7 City, town, or post office, state, and Zip code of contact <b>Denver CO 80237</b>	
8 Date of action <b>4/8/15, 6/4/15, 9/3/15 and 11/27/15</b>		9 Classification and description <b>Class A Common Stock</b>	
10 CUSIP number <b>75524W108</b>	11 Serial number(s)	12 Ticker symbol <b>NYSE: RMAX</b>	13 Account number(s)

### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **In 2015 RE/MAX Holdings, Inc. paid quarterly common stock dividends of \$0.125 per share and a special common stock dividend of \$1.50 per share.**

Quarter	Declaration Date	Record Date	Payable Date	Dividend
Q1 2015 Special	03/11/2015	03/23/2015	04/08/2015	\$ 1.50
Q1 2015	03/11/2015	03/25/2015	04/08/2015	\$0.125
Q2 2015	05/07/2015	05/21/2015	06/04/2015	\$0.125
Q3 2015	08/06/2015	08/20/2015	09/03/2015	\$0.125
Q4 2015	11/04/2015	11/13/2015	11/27/2015	\$0.125

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **RE/MAX Holdings, Inc. determined the following percentages for each 2015 common stock dividend:**

Payable Date	Taxable Dividend %	Non-Taxable Distribution %
04/08/2015 Special	72.293429%	27.706571%
04/08/2015	34.104681%	65.895319%
06/04/2015	34.104681%	65.895319%
09/03/2015	34.104681%	65.895319%
11/27/2015	34.104681%	65.895319%

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The change in the stockholder's basis is the percentage of each distribution that does not come from either accumulated or current earnings and profits ("E&P"). The amount not coming from accumulated or current E&P is considered a non-taxable distribution.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 301(c)(2) and 301(c)(3)

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ The tax treatment of the non-taxable distribution needs to be determined by each shareholder in consultation with their tax advisor.

Multiple horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

DocuSigned by: Karri Callahan Signature ▶ \_\_\_\_\_ Date ▶ 2/11/2016

Print your name ▶ Karri Callahan Title ▶ Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.