



DIVISION OF
CORPORATION FINANCE

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

July 19, 2010

Timothy J. Barker
Chief Financial Officer and Treasurer
RealPage, Inc.
4000 International Parkway
Carrollton, TX 75007

**Re: RealPage, Inc.
Amendment No. 2 to Registration Statement on Form S-1
Filed July 2, 2010
File No. 333-166397**

Dear Mr. Barker:

We have reviewed your amended filing and response letter, and have the following comments. References to prior comments refer to those provided in our letter dated June 25, 2010.

Summary Consolidated Financial Data, page 7

1. We note the revisions made to footnote (2) on page 9 of this section and page 45 of the section relating to Selected Consolidated Financial Data which states that pro forma weighted average shares outstanding assumes the sale of the number of shares of common stock to be issued through the offering. Please note that the denominator in computing pro forma earnings per share should include only those common shares whose proceeds are being reflected in pro forma adjustments in the income statements, such as proceeds used for debt repayment. It would not be appropriate to include the number of common shares whose proceeds will be used for general corporate purposes in computing pro forma earnings per share. Please note that you may present "additional" earnings per share data reflecting the issuance of all shares if you consider this meaningful. However, if this will be shown on the face of the pro forma income statement, it should be labeled appropriately.

Mr. Timothy J. Barker
RealPage, Inc.
July 19, 2010
Page 2

Executive Compensation

Compensation Discussion and Analysis

Compensation Components

Performance-Based Cash Bonuses, page 109

2. We note the charts you have added to page 110 depicting the 2009 overall corporate revenue and adjusted EBITDA performance targets and achievement levels used to determine cash awards to your named executive officers under your management incentive plan. The footnote to the charts states that the 2009 management incentive plan results are different from similar metrics disclosed elsewhere in the registration statement. Please briefly describe the “other one-time adjustments” that were made in calculating revenue and/or adjusted EBITDA results under the plan to clarify how these metrics are calculated from your financial statements. Refer to Instruction 5 to Item 402(b) of Regulation S-K.

Item 16. Exhibits and Financial Statement Schedules, page II-13

3. We note your response to prior comment 10 relating to the shareholder consent required for mandatory conversion of all of the company’s redeemable convertible preferred stock that you anticipate obtaining immediately prior to closing this offering. Please provide a copy of the executed consent to the staff supplementally for our review prior to requested effectiveness of the registration statement.

You may contact Jennifer Fugaro, Staff Accountant, at (202) 551-3482 or Patrick Gilmore, Accounting Branch Chief, at (202) 551-3406 if you have questions or comments on the financial statements or related matters. Please contact Katherine Wray, Staff Attorney, at (202) 551-3483 with any other questions. If you require further assistance you may contact me at (202) 551-3735.

Sincerely,

Barbara C. Jacobs
Assistant Director

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