

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

**FORM 40-F/A**

(Amendment No. 2)

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended \_\_\_\_\_

Commission File Number \_\_\_\_\_

**The Real Brokerage Inc.**  
(Exact name of Registrant as specified in its charter)

**British Columbia, Canada**  
(Province or other jurisdiction of  
incorporation or organization)

**7370**  
(Primary Standard Industrial Classification  
Code Number)

**N/A**  
(I.R.S. Employer  
Identification Number)

**133 Richmond Street West  
Suite 302  
Toronto, Ontario  
(646) 469-7107**  
(Address and telephone number of Registrant's principal executive offices)

**COGENCY GLOBAL INC.  
122 East 42nd Street, 18th Floor  
New York, NY 10168  
1-800-221-0102**  
(Name, address (including zip code) and telephone number (including  
area code) of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

**Common Shares, no par value**

Name of each exchange on which registered

**The Nasdaq Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

For annual reports, indicate by check mark the information filed with this Form:

Annual information form

Audited annual financial statements

Indicate the number of outstanding shares of each of the registrant's classes of capital or common stock as of the close of the period covered by the annual report: **N/A**

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. [ ] Yes [X] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [ ] Yes [ ] No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

[X] Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. [ ]

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

### EXPLANATORY NOTE

The Real Brokerage Inc. (the "Company", the "Registrant") is a Canadian public issuer eligible to file its registration statement pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on Form 40-F pursuant to the multi-jurisdictional disclosure system of the Exchange Act. The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3.

The Company is filing this Amendment No. 2 to the Registration Statement to amend the name of the exchange on which the Company is registered from NASDAQ Capital Market to The Nasdaq Stock Market LLC. No other amendment to the Registrant's Registration Statement on Form 40-F is being effected hereby.

### FORWARD LOOKING STATEMENTS

This Registration Statement and the Exhibits incorporated by reference into this Registration Statement of the Registrant contain forward-looking statements that reflect our management's expectations with respect to future events, our financial performance and business prospects. All statements other than statements of historical facts, contained in documents incorporated by reference in this Registration Statement that address activities, events or developments that management of the Company expect or anticipate will or may occur in the future are forward-looking statements. Although the Registrant has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "likely", "might", "will" or "will be taken", "occur" or "be achieved", but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Registrant to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; and the results of continued development, marketing and sales as well as those factors discussed under the heading "Risk Factors" in the Registrant's Filing Statement, included as Exhibit 99.8 to this Registration Statement.

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There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the management and of officers of the Registrant believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Registrant's forward-looking statements contained in the Exhibits incorporated by reference into this Registration Statement are made as of the respective dates set forth in such Exhibits. In preparing this Registration Statement, the Registrant has not updated such forward-looking statements to reflect any change in circumstances or in management's beliefs, expectations or opinions that may have occurred prior to the date hereof. Nor does the Registrant assume any obligation to update such forward-looking statements in the future. Consequently, all of the forward-looking statements made in documents incorporated by reference in this Registration Statement are qualified by these cautionary statements and other cautionary statements or factors contained herein and therein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. Accordingly, for the reasons set forth above, the forward-looking statements in the Exhibits incorporated by reference into this Registration Statement should not be unduly relied upon.

## **DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES**

The Registrant is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare this report in accordance with Canadian disclosure requirements, which are different from those of the United States. The Registrant currently prepares its financial statements, which are filed with this report on Form 40-F in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and the audit is subject to Canadian auditing and auditor independence standards.

## **PRINCIPAL DOCUMENTS**

In accordance with General Instruction B.(1) of Form 40-F, the Registrant hereby incorporates by reference Exhibits 99.1 through 99.97, inclusive, as set forth in the Exhibit Index attached hereto.

In accordance with General Instruction D.(9) of Form 40-F, the Registrant has filed the written consent of certain experts named in the foregoing Exhibits as Exhibit 99.97, as set forth in the Exhibit Index attached hereto.

## **TAX MATTERS**

Purchasing, holding, or disposing of securities of the Registrant may have tax consequences under the laws of the United States and Canada that are not described in this registration statement on Form 40-F.

## **DESCRIPTION OF COMMON SHARES**

The required disclosure is included in Exhibit 99.13.

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## OFF-BALANCE SHEET ARRANGEMENTS

The Registrant does not have any off-balance sheet arrangements.

## CURRENCY

Unless otherwise indicated, all dollar amounts in this Registration Statement on Form 40-F are in United States dollars.

## CONTRACTUAL OBLIGATIONS

The following table lists, as of December 31, 2020, information with respect to the Registrant's known contractual obligations (in thousands):

Contractual Obligations	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-Term Debt Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Capital (Finance) Lease Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Operating Lease Obligations	\$ 215	\$ 85	\$ 130	\$ -	\$ -
Purchase Obligations	\$ -	\$ -	\$ -	\$ -	\$ -
Other Long-Term Liabilities Reflected on Balance Sheet	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total</b>	<b>\$ 215</b>	<b>\$ 85</b>	<b>\$ 130</b>	<b>\$ -</b>	<b>\$ -</b>

## UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form 40-F or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

The Registrant has concurrently filed a Form F-X in connection with the class of securities to which this Registration Statement relates.

Any change to the name or address of the Registrant's agent for service shall be communicated promptly to the Commission by amendment to the Form F-X referencing the file number of the Registrant.

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## SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**THE REAL BROKERAGE INC.**

By: s/ Tamir Poleg

Name: Tamir Poleg

Title: Chief Executive Officer

Date: June 8, 2021

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## EXHIBIT INDEX

The following documents are being filed with the Commission as Exhibits to this Registration Statement:

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
<u>99.1*</u>	Management Certification on Form 13-502F1 dated February 18, 2020
<u>99.2*</u>	Audited Consolidated Financial Statements for the years ended December 31, 2019 and December 31, 2018
<u>99.3*</u>	Management Certification on Form 13-501F1 dated February 18, 2020
<u>99.4*</u>	Management Discussion and Analysis for the year ended December 31, 2019
<u>99.5*</u>	Certification of Annual Filings by CFO dated February 18, 2020
<u>99.6*</u>	Certification of Annual Filings by CEO dated February 18, 2020
<u>99.7*</u>	News Release dated May 7, 2020
<u>99.8*</u>	Filing Statement dated May 26, 2020
<u>99.9*</u>	News Release dated May 27, 2020
<u>99.10*</u>	News Release dated June 8, 2020
<u>99.11*</u>	Certificate of Change of Name dated June 5, 2020
<u>99.12*</u>	Notice of Articles dated June 5, 2020
<u>99.13*</u>	Articles of The Real Brokerage Inc. dated February 27, 2018
<u>99.14*</u>	News Release dated June 12, 2020
<u>99.15*</u>	News Release dated June 18, 2020
<u>99.16*</u>	Material Change Report dated June 19, 2020
<u>99.17*</u>	Notice of Meeting and Record Date dated June 19, 2020
<u>99.18*</u>	Notice of Change of Auditor dated June 8, 2020
<u>99.19*</u>	Securities Exchange Agreement dated March 5, 2020
<u>99.20*</u>	Notice of Change in Corporate Structure dated June 25, 2020
<u>99.21*</u>	Unaudited Condensed Interim Consolidated Financial Statements for the periods ended March 31, 2020 and March 31, 2019
<u>99.22*</u>	Management Discussion and Analysis for the period ended March 31, 2020
<u>99.23*</u>	Certification of Interim Filings by CFO dated July 14, 2020
<u>99.24*</u>	Certification of Interim Filings by CEO dated July 14, 2020

<a href="#"><u>99.25*</u></a>	Unaudited Interim Condensed Consolidated Financial Statements for the period ended March 31, 2020
<a href="#"><u>99.26*</u></a>	Notice of Meeting dated July 16, 2020
<a href="#"><u>99.27*</u></a>	Management Information Circular dated July 16, 2020
<a href="#"><u>99.28*</u></a>	Form of Proxy for Annual General and Special Meeting to be held on August 20, 2020
<a href="#"><u>99.29*</u></a>	News Release dated August 11, 2020
<a href="#"><u>99.30*</u></a>	News Release dated August 12, 2020
<a href="#"><u>99.31*</u></a>	Material Change Report dated August 13, 2020
<a href="#"><u>99.32*</u></a>	News Release dated August 25, 2020
<a href="#"><u>99.33*</u></a>	Unaudited Interim Condensed Consolidated Financial Statements for the period ended June 30, 2020
<a href="#"><u>99.34*</u></a>	Management Discussion and Analysis for the periods ended June 30, 2020 and June 30, 2019
<a href="#"><u>99.35*</u></a>	Certification of Interim Filings by CFO dated August 26, 2020
<a href="#"><u>99.36*</u></a>	Certification of Interim Filings by CEO dated August 26, 2020
<a href="#"><u>99.37*</u></a>	News Release dated August 26, 2020
<a href="#"><u>99.38*</u></a>	News Release dated September 16, 2020
<a href="#"><u>99.39*</u></a>	News Release dated September 21, 2020
<a href="#"><u>99.40*</u></a>	News Release dated October 15, 2020
<a href="#"><u>99.41*</u></a>	Material Change Report dated October 15, 2020
<a href="#"><u>99.42*</u></a>	News Release dated October 6, 2020
<a href="#"><u>99.43*</u></a>	News Release dated November 6, 2020
<a href="#"><u>99.44*</u></a>	Unaudited Interim Condensed Consolidated Financial Statements for the period ended September 30, 2020
<a href="#"><u>99.45*</u></a>	Management Discussion and Analysis for the periods ended September 30, 2020 and September 30, 2019
<a href="#"><u>99.46*</u></a>	Certification of Interim Filings by CFO dated November 20, 2020
<a href="#"><u>99.47*</u></a>	Certification of Interim Filings by CEO dated November 20, 2020
<a href="#"><u>99.48*</u></a>	News Release dated November 20, 2020
<a href="#"><u>99.49*</u></a>	News Release dated December 3, 2020
<a href="#"><u>99.50*</u></a>	News Release dated December 9, 2020

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<a href="#"><u>99.51*</u></a>	Subordinated Guarantee Agreement dated December 2, 2020
<a href="#"><u>99.52*</u></a>	Securities Subscription Agreement dated December 2, 2020
<a href="#"><u>99.53*</u></a>	Registration Rights Agreement dated December 2, 2020
<a href="#"><u>99.54*</u></a>	Amended and Restated Limited Liability Company Agreement of Real Pipe, LLC dated December 2, 2020
<a href="#"><u>99.55*</u></a>	Investor Rights Agreement dated December 2, 2020
<a href="#"><u>99.56*</u></a>	Exchange and Support Agreement dated December 2, 2020
<a href="#"><u>99.57*</u></a>	Material Change Report dated December 11, 2020
<a href="#"><u>99.58*</u></a>	News Release dated January 11, 2021
<a href="#"><u>99.59*</u></a>	Asset Purchase Agreement dated January 8, 2021
<a href="#"><u>99.60*</u></a>	Material Change Report dated January 14, 2021
<a href="#"><u>99.61*</u></a>	News Release dated January 26, 2021
<a href="#"><u>99.62*</u></a>	News Release dated January 28, 2021
<a href="#"><u>99.63*</u></a>	News Release dated February 9, 2021
<a href="#"><u>99.64*</u></a>	Notice of Meeting and Record Date dated February 19, 2021
<a href="#"><u>99.65*</u></a>	Management Certification on Form 13-502F1 dated March 17, 2021
<a href="#"><u>99.66*</u></a>	Audited Consolidated Financial Statements for the years ended December 31, 2020 and December 31, 2019
<a href="#"><u>99.67*</u></a>	Management Certification on Form 13-501F1 dated March 16, 2021
<a href="#"><u>99.68*</u></a>	Management Discussion and Analysis for the years ended December 31, 2020 and December 31, 2019
<a href="#"><u>99.69*</u></a>	Certification of Annual Filings by CFO dated March 19, 2021
<a href="#"><u>99.70*</u></a>	Certification of Annual Filings by CEO dated March 19, 2021
<a href="#"><u>99.71*</u></a>	News Release dated March 19, 2021
<a href="#"><u>99.72*</u></a>	Notice of Meeting dated March 17, 2021
<a href="#"><u>99.73*</u></a>	Management Information Circular dated March 17, 2021
<a href="#"><u>99.74*</u></a>	Form of Proxy for Annual General Meeting to be held on April 20, 2021
<a href="#"><u>99.75*</u></a>	News Release dated March 15, 2021
<a href="#"><u>99.76*</u></a>	News Release dated March 17, 2021

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<a href="#"><u>99.77*</u></a>	News Release dated March 23, 2021
<a href="#"><u>99.78*</u></a>	News Release dated April 5, 2021
<a href="#"><u>99.79*</u></a>	News Release dated April 15, 2021
<a href="#"><u>99.80*</u></a>	News Release dated April 20, 2021
<a href="#"><u>99.81*</u></a>	News Release dated April 22, 2021
<a href="#"><u>99.82*</u></a>	News Release dated April 23, 2021
<a href="#"><u>99.83*</u></a>	News Release dated April 27, 2021
<a href="#"><u>99.84*</u></a>	News Release dated April 29, 2021
<a href="#"><u>99.85*</u></a>	News Release dated May 5, 2021
<a href="#"><u>99.86*</u></a>	Unaudited Condensed Interim Consolidated Financial Statements for the periods ended March 31, 2021 and March 31, 2020
<a href="#"><u>99.87*</u></a>	Management Discussion and Analysis for the period ended March 31, 2021
<a href="#"><u>99.88*</u></a>	Certification of Interim Filings by CFO dated May 11, 2021
<a href="#"><u>99.89*</u></a>	Certification of Interim Filings by CEO dated May 11, 2021
<a href="#"><u>99.90*</u></a>	News Release dated May 11, 2021
<a href="#"><u>99.91*</u></a>	News Release dated May 14, 2021
<a href="#"><u>99.92*</u></a>	News Release dated May 17, 2021
<a href="#"><u>99.93*</u></a>	Material Change Report dated May 25, 2021
<a href="#"><u>99.94*</u></a>	News Release dated May 26, 2021
<a href="#"><u>99.95*</u></a>	News Release dated June 2, 2021
<a href="#"><u>99.96*</u></a>	Material Change Report dated June 2, 2021
<a href="#"><u>99.97*</u></a>	Consent of Brightman Almagor Zohar & Co.

\*Previously filed.

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