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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

**THE REAL BROKERAGE INC.**

(Name of Issuer)

**COMMON SHARES**

(Title of Class of Securities)

**75585H206**

(CUSIP Number)

**December 31, 2023**

(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*).

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**SCHEDULE 13G/A**

CUSIP No. 75585H206
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<b>1</b>	<b>Names of Reporting Persons</b> Tamir Poleg		
<b>2</b>	<b>Check the appropriate box if a member of a Group (see instructions)</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	<b>Sec Use Only</b>		
<b>4</b>	<b>Citizenship or Place of Organization</b> Israel		
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	<b>5</b>	<b>Sole Voting Power</b> 17,209,135 <sup>(1)</sup>	
	<b>6</b>	<b>Shared Voting Power</b> -0-	
	<b>7</b>	<b>Sole Dispositive Power</b> 17,209,135 <sup>(1)</sup>	
	<b>8</b>	<b>Shared Dispositive Power</b> -0-	
<b>9</b>	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 17,209,135 <sup>(1)</sup>		
<b>10</b>	<b>Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>		
<b>11</b>	<b>Percent of class represented by amount in row (9)</b> 8.97% <sup>(1)(2)</sup>		
<b>12</b>	<b>Type of Reporting Person (See Instructions)</b> IN		

(1) Includes: (i) 8,893,668 shares of the issuer's ("Issuer") common shares ("**Common Shares**") of which Tamir Poleg ("**Mr. Poleg**") is the beneficial owner and (ii) 8,315,467 shares of the Issuer's Common Shares that Mr. Poleg has the right to obtain, within 60 days of December 31, 2023, upon the exercise of 8,065,467 vested stock options ("**Stock Options**") and 250,000 unvested Stock Options that will vest within 60 days of December 31, 2023 at a ratio of one Common Share for each Stock Option.

(2) Based upon 183,449,167 shares of the Issuer's Common Shares outstanding as of December 31, 2023, together with the 8,315,467 Common Shares that, as of December 31, 2023, Mr. Poleg had the right to obtain, within 60 days, upon the exercise of 8,315,467 Stock Options of which Mr. Poleg is the owner or that will vest and be exercisable within 60 days of December 31, 2023.

SCHEDULE 13G/A

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**Item 1.**

- (a) **Name of Issuer:** The Real Brokerage Inc.
- (b) **Address of Issuer's Principal Executive Offices:**  
701 Brickell Avenue, 17th Floor, Miami, Florida 33131.

**Item 2.**

- (a) **Name of Person Filing:** The person filing this Schedule 13G/A is Tamir Poleg.
- (b) **Address of Principal Business Office or, if None, Residence:** 11 Hagalim St. Arsuf, Israel 4692000.
- (c) **Citizenship:** Mr. Poleg is an Israeli citizen.
- (d) **Title and Class of Securities:** Common Shares, no par value.
- (e) **CUSIP No.:** 75585H206

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

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**Item 4. Ownership**

- (a) **Amount Beneficially Owned:** 17,209,135<sup>(1)</sup>
- (b) **Percent of Class:** 8.97%<sup>(1)(2)</sup>
- (c) **Number of shares as to which such person has:**
- (i) **Sole power to vote or to direct the vote:** 17,209,135<sup>(1)</sup>
- (ii) **Shared power to vote or to direct the vote:** -0-
- (iii) **Sole power to dispose or to direct the disposition of:** 17,209,135<sup>(1)</sup>
- (iv) **Shared power to dispose or to direct the disposition of:** -0-

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

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

N/A

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

N/A

**Item 8. Identification and classification of members of the group.**

N/A

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

N/A

- (1) Includes: (i) 8,893,668 shares of the Issuer's Common Shares of which Mr. Poleg is the beneficial owner, (ii) 8,315,467 shares of the Issuer's Common Shares that Mr. Poleg has the right to obtain, within 60 days of December 31, 2023, upon the exercise of 8,065,467 vested Stock Options and 250,000 unvested Stock Options that will vest within 60 days of December 31, 2023 at a ratio of one Common Share for each Stock Option.
- (2) Based upon 183,449,167 shares of the Issuer's Common Shares outstanding as of December 31, 2023, together with the 8,315,467 Common Shares that, as of December 31, 2023, Mr. Poleg had the right to obtain, within 60 days, upon the exercise of 8,315,467 Stock Options of which Mr. Poleg is the owner or that will vest and be exercisable within 60 days of December 31, 2023.

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**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Dated: January 24, 2024

By: /s/ Tamir Poleg  
Tamir Poleg