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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of October 2022

Commission File Number: 001-40442

THE REAL BROKERAGE INC.
(Registrant)

133 Richmond Street West, Suite 302
Toronto, Ontario M5H 2L3 Canada
(Address of Principal Executive Offices)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE REAL BROKERAGE INC.
(Registrant)

Date October 20, 2022

By /s/ Tamir Poleg
Tamir Poleg
Chief Executive Officer

EXHIBIT INDEX

Exhibit **Description of Exhibit**

99.1 [Press Release dated October 20, 2022 - The Real Brokerage Inc. Announces Filing of Final Base Shelf Prospectus](#)

The Real Brokerage Inc. Announces Filing of Final Base Shelf Prospectus

TORONTO & NEW YORK--(BUSINESS WIRE)--October 20, 2022--The Real Brokerage Inc. ("**Real**" or the "**Company**") (NASDAQ: REAX) (TSX: REAX), an international, technology-powered real estate brokerage, is pleased to announce that it has obtained a receipt for a final short form base shelf prospectus (the "**Shelf Prospectus**") from the securities regulatory authorities in each of the provinces and territories of Canada. A corresponding registration statement on Form F-10 (the "**Registration Statement**") has been filed with the United States Securities and Exchange Commission (the "**SEC**") under the Canada/U.S. Multijurisdictional Disclosure System ("**MJDS**").

The Shelf Prospectus and Registration Statement (when effective) qualify the distribution from treasury and secondary distribution of up to US\$200 million of common shares, warrants, units, debt securities and subscription receipts (collectively, "**Securities**") or any combination thereof, during the 25-month period that the Shelf Prospectus remains effective (subject to MJDS eligibility). The specific terms of any future offering of Securities will be set forth in a prospectus supplement to the Shelf Prospectus, which will be filed with the applicable Canadian securities regulatory authorities and the SEC in connection with any such offering.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

The Registration Statement has been filed with the SEC, but is not yet effective. Securities may not be offered or sold in the United States nor may offers to buy be accepted prior to the time the Registration Statement becomes effective and a prospectus supplement is filed with the SEC. A copy of the Shelf Prospectus can be found on the Company's SEDAR profile at www.sedar.com, and a copy of the Registration Statement can be found on EDGAR at www.sec.gov.

Forward-looking Information:

This press release contains forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "likely" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof. Forward-looking information in this press release includes, without limiting the foregoing, statements with respect to the amount and terms of any offering of Securities under the Shelf Prospectus and Registration Statement, the effectiveness of the Registration Statement, and the filing of any prospectus supplement.

Forward-looking information is based on assumptions that may prove to be incorrect, including but not limited to Real's business objectives, expected growth, results of operations, performance, business projects and opportunities and financial results. Real considers these assumptions to be reasonable in the circumstances. However, forward-looking information is subject to known and unknown risks, uncertainties and other factors that could cause actual results, performance or achievements to differ materially from those expressed or implied in the forward-looking information. These factors should be carefully considered and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, Real cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and Real assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

About Real

The Real Brokerage Inc. (NASDAQ: REAX) (TSX: REAX) is revolutionizing the residential real estate industry by pairing best-in-class technology with the trusted guidance of the agent-led experience. Real delivers a cloud-based platform to improve efficiencies and empower agents to provide a seamless end-to-end experience for homebuyers and sellers. The company was founded in 2014 and serves 44 states, D.C., and two Canadian provinces with over 7,000 agents. Additional information can be found on its website at onereal.com.

Contacts

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