

REALNETWORKS INC  
Form 4  
September 23, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SLADE MICHAEL B

(Last) (First) (Middle)

1501 1ST AVENUE S., SUITE 600

(Street)

SEATTLE, WA 98134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

REALNETWORKS INC [RNWK]

3. Date of Earliest Transaction  
(Month/Day/Year)

09/22/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                          |                                                                |                                                                |

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|                             | Derivative Security    |            | or Disposed of (D)<br>(Instr. 3, 4, and 5) |   |        |     | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|------------------------|------------|--------------------------------------------|---|--------|-----|---------------------------|-----------------|--------------|----------------------------|
|                             |                        |            | Code                                       | V | (A)    | (D) |                           |                 |              |                            |
| Stock Option (Right to Buy) | \$ 4.37 <sup>(1)</sup> | 09/22/2016 | A                                          | V | 15,000 |     | 09/22/2017                | 09/22/2023      | Common Stock | 15,000                     |
| Restricted Stock Unit       | \$ 0 <sup>(2)</sup>    | 09/22/2016 | A                                          | V | 10,297 |     | 09/22/2017 <sup>(3)</sup> | 09/22/2017      | Common Stock | 10,297                     |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| SLADE MICHAEL B<br>1501 1ST AVENUE S.<br>SUITE 600<br>SEATTLE, WA 98134 | X             |           |         |       |

## Signatures

/s/ Drew G. Markham,  
attorney-in-fact

09/23/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and
- (1) exercisable on the first anniversary of the grant date, provided that the reporting individual continues to serve as a director of RealNetworks through such date.
  - (2) Converts into common stock on a unit-for-share basis upon vesting.
  - (3) The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date, provided that the reporting person continues to serve as a director through such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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