

REALNETWORKS INC

Form 4

October 25, 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)

10/21/2016

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 10/21/2016 | | M | 6,180 A | \$ 0 (1) 24,783 | D | |

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
required to respond unless the form
displays a currently valid OMB control
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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)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.58 <u>(2)</u> | 10/21/2016 | | A | | 15,000 | | 10/21/2017 | 10/21/2023 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 4.58 <u>(3)</u> | 10/21/2016 | | A | | 9,435 | | 10/21/2016 | 10/21/2023 | Common Stock | 9,435 |
| Restricted Stock Units | \$ 0 <u>(4)</u> | 10/21/2016 | | A | | 9,825 | | 10/21/2017 ⁽⁵⁾ | 10/21/2017 | Common Stock | 9,825 |
| Restricted Stock Units | \$ 0 <u>(4)</u> | 10/21/2016 | | A | | 6,180 | | 10/21/2016 ⁽⁶⁾ | 10/21/2016 | Common Stock | 6,180 |
| Restricted Stock Units | \$ 0 <u>(4)</u> | 10/21/2016 | | M | | | 6,180 | 10/21/2016 | 10/21/2016 | Common Stock | 6,180 |

Reporting Owners

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

Signatures

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

10/25/2016

****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).

(1) Vested restricted stock units were distributed to the reporting person, without payment, in shares of common stock on a unit-for-share basis.

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The options will vest and become exercisable in 12 substantially equal monthly installments until the options become fully vested and

(2) 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.

(3) The stock option was fully vested at the time of grant.

(4) Converts into common stock on a unit-for-share basis on the share distribution date.

The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date,

(5) provided that the reporting person continues to serve as a director through such date. The share distribution date applicable to the restricted stock units is the sooner to occur of (1) the first anniversary of the date of grant or (2) the date of separation from the Board.

(6) The restricted stock units were fully vested at the time of grant.

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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