

REALNETWORKS INC
Form 4
October 04, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Patrizio William

(Last) (First) (Middle)
1501 FIRST AVENUE SOUTH
(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)
10/03/2016

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)
President, Consumer Media

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	10/03/2016		M		10,000	A	\$ 0
Common Stock <u>(2)</u>	10/03/2016		F		3,265	D	\$ 4.43
							10,000
							6,735

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

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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 4.43	10/03/2016		A	350,000	09/19/2017 ⁽³⁾	10/03/2023			Common Stock
Restricted Stock Unit	\$ 0 ⁽⁴⁾	10/03/2016		A	20,000	09/19/2016 ⁽⁵⁾	09/19/2017			Common Stock
Restricted Stock Unit	\$ 0 ⁽⁶⁾	10/03/2016		M	10,000	10/03/2016	10/03/2016			Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patrizio William 1501 FIRST AVENUE SOUTH SEATTLE, WA 98134			President, Consumer Media	

Signatures

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

10/04/2016

**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.
- (2) Shares deemed surrendered in payment of the tax liability resulting from the vesting of restricted stock units.
- (3) 25% of the option vests on the one-year anniversary of the vesting commencement date, and an additional 12.5% of the option vests upon the completion of each successive six months of employment until the option becomes fully vested.
- (4) Each restricted stock unit represents a contingent right to receive one share of RealNetworks common stock.
- (5) 50% of the restricted stock unit award was deemed vested on the grant date and the remaining 50% will vest on September 19, 2017, subject to the reporting person's continued employment with the company through such date.
- (6) Converts into common stock on a unit-for-share basis upon vesting.

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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