

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                           |
|                                 |                                      |  |                                |   | 6,735   |  |                                   |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|---------------------------|--|---|
|  |  |                                      |  |                                | V   | (A)     | (D)                       |  |   |
| Stock Option (Right to Buy)                | \$ 4.43  | 10/03/2016                           |  | A                              |   | 350,000 | 09/19/2017 <sup>(3)</sup> | 10/03/2023   | Common Stock                                      |
| Restricted Stock Unit                      | \$ 0 <sup>(4)</sup>                                    | 10/03/2016                           |  | A                              |   | 20,000  | 09/19/2016 <sup>(5)</sup> | 09/19/2017   | Common Stock                                      |
| Restricted Stock Unit                      | \$ 0 <sup>(6)</sup>                                    | 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<br>1501 FIRST AVENUE SOUTH<br>SEATTLE, WA 98134 |               |           | President, Consumer Media |       |

## Signatures

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