

WiderThan Co., Ltd.  
Form SC TO-C  
September 13, 2006

**UNITES STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
WIDERTHAN CO., LTD.**

(Name of Subject Company (issuer))  
**REALNETWORKS, INC.  
RN INTERNATIONAL HOLDINGS B.V.**

(Names of Filing Persons (identifying status as offeror, or other person))

- (1) Common Stock, par value KRW 500 per share
- (2) American Depositary shares, as evidenced by American depositary receipts, each representing one common share

(Title of Class of Securities)

The Common Stock, which is not traded on U.S. markets, has not been assigned a CUSIP number.  
The CUSIP number for the related American Depositary Shares is 967593104.

(CUSIP Number of Class of Securities)

Robert Kimball, Senior Vice President, Legal and Business Affairs, General Counsel and Corporate Secretary  
RealNetworks, Inc.  
2601 Elliott Avenue, #1000  
Seattle, Washington 98121  
(206) 674-2700

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies of all Communications should be sent to:  
Patrick J. Schultheis, Esq.  
Wilson Sonsini Goodrich & Rosati Professional Corporation  
701 Fifth Avenue, Suite 5100  
Seattle, WA 98104-7036  
(206) 883-2500  
Calculation of Filing Fee

Transaction valuation\*

Amount of filing fee

Not applicable\*

Not applicable\*

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid:	N/A
Form or Registration No.:	N/A
Filing Party:	N/A
Date Filed:	N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

SEC2559(6-05) **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 number.**

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