REALNETWORKS INC

Form 4

October 23, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **ROBERTS JANICE M**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

REALNETWORKS INC [RNWK]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(First) (Last)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

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

1501 1ST AVENUE S., SUITE 600 10/21/2015

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SEATTLE, WA 98134

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 7. Title and Amo 4. 5. Number of 6. Date Exercisable and Expiration Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Date of Underlying Security or Exercise Code Securities (Month/Day/Year) Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Instr. 3 and 4)

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	Derivative Security					ed of				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nui of S
Stock Option (right to buy)	\$ 3.75	10/21/2015	A	V	15,000		10/21/2016 <u>(1)</u>	10/21/2022	common stock	15
Restricted Stock Unit	\$ 0 (2)	10/21/2015	A	V	12,000		10/21/2016	10/21/2016 <u>(3)</u>	common stock	12

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
ROBERTS JANICE M 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134	X						

Signatures

Drew G. Markham, attorney-in-fact 10/23/2015

**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) Each restricted stock unit represents a contingent right to receive one share of RealNetworks common stock.
- The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date, (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2