SLADE MICHAEL B

Form 4

October 24, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SLADE MICHAEL B

2. Issuer Name and Ticker or Trading Symbol

REALNETWORKS INC [RNWK]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

1501 1ST AVENUE S., SUITE 600 (Street)

10/21/2017

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

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

Person

below)

SEATTLE, WA 98134

(City) (State) (Zip)

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

\$0

1.Title of Security (Instr. 3)

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

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 Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported

Transaction(s) (Instr. 3 and 4) Price

Common Stock

10/21/2017

Code V Amount (D) M 9,825

48,581 D

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

(Month/Day/Year)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A
Stock Option (Right to Buy)	\$ 4.86 (2)	10/21/2017		A	15,000	10/21/2018	10/21/2024	Common Stock
Restricted Stock Unit	\$ 0 (3)	10/21/2017		A	9,259	10/21/2018(4)	10/21/2018	Common Stock
Restricted Stock Unit	\$ 0 (3)	10/21/2017		M	9,825	5 10/21/2017(4)	10/21/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
Toporting o where the control of the	Director	10% Owner	Officer	Other	
SLADE MICHAEL B 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134	X				

Signatures

/s/ Michael Parham, attorney-in-fact

**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.
- 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 through such date.
- (3) Converts into common stock on a unit-for-share basis upon vesting.
- The restricted stock units vest in 12 substantially equal monthly installments until fully vested on the first anniversary of the grant date, (4) 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.

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