

REALNETWORKS INC

FORM 10-Q (Quarterly Report)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-23137

RealNetworks, Inc.

(Exact name of registrant as specified in its charter)

Washington (State of incorporation)	91-1628146 (I.R.S. Employer Identification Number)
1501 First Avenue South, Suite 600 Seattle, Washington (Address of principal executive offices)	98134 (Zip Code)
(206) 674-2700 (Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's Common Stock outstanding as of April 28, 2017 was 37,102,003 .

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

REALNETWORKS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	March 31, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 38,498	\$ 33,721
Short-term investments	27,778	43,331
Trade accounts receivable, net of allowances	26,833	22,162
Deferred costs, current portion	541	760
Prepaid expenses and other current assets	4,843	4,910
Total current assets	98,493	104,884
Equipment, software, and leasehold improvements, at cost:		
Equipment and software	44,640	46,231
Leasehold improvements	3,330	3,317
Total equipment, software, and leasehold improvements, at cost	47,970	49,548
Less accumulated depreciation and amortization	43,181	44,294
Net equipment, software, and leasehold improvements	4,789	5,254
Restricted cash equivalents and investments	2,700	2,700
Other assets	2,412	1,742
Deferred costs, non-current portion	1,071	1,246
Deferred tax assets, net	836	816
Other intangible assets, net	729	938
Goodwill	12,915	12,857
Total assets	\$ 123,945	\$ 130,437
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 19,432	\$ 18,225
Accrued and other current liabilities	15,425	15,425
Commitment to Rhapsody	—	1,500
Deferred revenue, current portion	3,918	3,430
Total current liabilities	38,775	38,580
Deferred revenue, non-current portion	724	240
Deferred rent	679	748
Deferred tax liabilities, net	87	87
Other long-term liabilities	1,890	2,201
Total liabilities	42,155	41,856
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$0.001 par value, no shares issued and outstanding:		
Series A: authorized 200 shares	—	—
Undesignated series: authorized 59,800 shares	—	—
Common stock, \$0.001 par value authorized 250,000 shares; issued and outstanding 37,099 shares in 2017 and 37,501 shares in 2016	37	37
Additional paid-in capital	635,963	633,928
Accumulated other comprehensive loss	(61,047)	(61,645)
Retained deficit	(493,163)	(483,739)
Total shareholders' equity	81,790	88,581
Total liabilities and shareholders' equity	\$ 123,945	\$ 130,437

See accompanying notes to unaudited condensed consolidated financial statements.

REALNETWORKS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share data)

	Quarter Ended March 31,	
	2017	2016
Net revenue (A)	\$ 30,576	\$ 28,230
Cost of revenue (B)	17,293	15,172
Gross profit	13,283	13,058
Operating expenses:		
Research and development	7,349	9,319
Sales and marketing	7,155	9,225
General and administrative	5,303	8,077
Restructuring and other charges	1,564	385
Lease exit and related charges	—	831
Total operating expenses	21,371	27,837
Operating income (loss)	(8,088)	(14,779)
Other income (expenses):		
Interest income, net	128	117
Gain (loss) on investments, net	—	3
Equity in net loss of Rhapsody investment	(748)	—
Other income (expense), net	(226)	(287)
Total other income (expenses), net	(846)	(167)
Income (loss) before income taxes	(8,934)	(14,946)
Income tax expense (benefit)	490	225
Net income (loss)	\$ (9,424)	\$ (15,171)
Basic net income (loss) per share	\$ (0.25)	\$ (0.42)
Diluted net income (loss) per share	\$ (0.25)	\$ (0.42)
Shares used to compute basic net income (loss) per share	37,030	36,520
Shares used to compute diluted net income (loss) per share	37,030	36,520
Comprehensive income (loss):		
Unrealized investment holding gains (losses), net of reclassification adjustments	\$ 4	\$ 151
Foreign currency translation adjustments, net of reclassification adjustments	594	700
Total other comprehensive income (loss)	598	851
Net income (loss)	(9,424)	(15,171)
Comprehensive income (loss)	\$ (8,826)	\$ (14,320)
(A) Components of net revenue:		
License fees	\$ 6,594	\$ 5,777
Service revenue	23,982	22,453
	\$ 30,576	\$ 28,230
(B) Components of cost of revenue:		
License fees	\$ 1,511	\$ 1,304
Service revenue	15,782	13,868
	\$ 17,293	\$ 15,172

See accompanying notes to unaudited condensed consolidated financial statements.

REALNETWORKS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Quarter ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net income (loss)	\$ (9,424)	\$ (15,171)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	921	2,598
Stock-based compensation	1,434	3,171
Equity in net loss of Rhapsody	748	—
Deferred income taxes, net	(20)	(128)
Loss (gain) on investments, net	—	(3)
Fair value of warrants granted in 2015 and 2017, net of subsequent mark to market adjustments in 2017 and 2016	(471)	44
Net change in certain operating assets and liabilities:		
Trade accounts receivable	(3,451)	(487)
Prepaid expenses and other assets	452	1,322
Accounts payable	147	(2,106)
Accrued and other liabilities	254	(451)
Net cash provided by (used in) operating activities	<u>(9,410)</u>	<u>(11,211)</u>
Cash flows from investing activities:		
Purchases of equipment, software, and leasehold improvements	(207)	(828)
Purchases of short-term investments	(6,142)	(17,876)
Proceeds from sales and maturities of short-term investments	21,695	23,401
Decrease (increase) in restricted cash equivalents and investments, net	—	(210)
Advance to Rhapsody	(1,500)	—
Net cash provided by (used in) investing activities	<u>13,846</u>	<u>4,487</u>
Cash flows from financing activities:		
Proceeds from issuance of common stock (stock options and stock purchase plan)	34	16
Tax payments from shares withheld upon vesting of restricted stock	(181)	(787)
Net cash provided by (used in) financing activities	<u>(147)</u>	<u>(771)</u>
Effect of exchange rate changes on cash and cash equivalents	488	719
Net increase (decrease) in cash and cash equivalents	4,777	(6,776)
Cash and cash equivalents, beginning of period	33,721	47,315
Cash and cash equivalents, end of period	<u>\$ 38,498</u>	<u>\$ 40,539</u>
Supplemental disclosure of cash flow information:		
Cash received from income tax refunds	\$ —	\$ 389
Cash paid for income taxes	\$ 446	\$ 624
Non-cash investing activities:		
Increase (decrease) in accrued purchases of equipment, software, and leasehold improvements	\$ 37	\$ 44

See accompanying notes to unaudited condensed consolidated financial statements.

REALNETWORKS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Quarters Ended March 31, 2017 and 2016

Note 1 Description of Business and Summary of Significant Accounting Policies

Description of Business. RealNetworks, Inc. and subsidiaries is a global provider of network-delivered digital media applications and services that make it easy to manage, play and share digital media. The Company also develops and markets software products and services that enable the creation, distribution and consumption of digital media, including audio and video.

Inherent in our business are various risks and uncertainties, including a limited history of certain of our product and service offerings. RealNetworks' success will depend on the acceptance of our technology, products and services and the ability to generate related revenue.

In this Quarterly Report on Form 10-Q (10-Q or Report), RealNetworks, Inc. and Subsidiaries is referred to as "RealNetworks", the "Company", "we", "us", or "our". "RealPlayer ®" and other trademarks of ours appearing in this report are our property.

Basis of Presentation. The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal, recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations for the periods presented. Operating results for the quarter ended March 31, 2017 are not necessarily indicative of the results that may be expected for any subsequent period or for the year ending December 31, 2017. Certain information and disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC).

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2016 (the 10-K).

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 2 Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued new revenue recognition guidance, which was subsequently updated and amended in 2015 and 2016. The guidance requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The new guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. While we are evaluating all of our revenue streams, we currently expect the greatest impact in certain areas where we will be required to estimate usage which drives the underlying revenue. Under the current guidance, we do not recognize revenues until we achieve fixed and determinable status, which would typically be at a later date. However, our analysis is not complete and we may identify other areas of additional impact. The guidance permits two methods of adoption: the full retrospective method where the standard would be applied to each prior reporting period presented and the cumulative effect of applying the standard would be recognized at the earliest period shown, or the modified retrospective method, where the cumulative effect of applying the standard would be recognized at the date of initial application. While we are continuing to evaluate the method of adoption and the quantitative impact of the new revenue standard, as amended, we currently expect to adopt using the modified retrospective method in the first quarter of fiscal year 2018.

In February 2016, the FASB issued new guidance related to the accounting for leases by lessees. A major change in the new guidance is that lessees will be required to present right-of-use assets and lease liabilities on the balance sheet. The new guidance will be effective for us on January 1, 2019. We will be evaluating the effect that the guidance will have on our consolidated financial statements and related disclosures.

In January 2017, the FASB issued new guidance simplifying the test for goodwill impairment. The new guidance eliminates Step 2 from the goodwill impairment test, instead requiring an entity to recognize a goodwill impairment charge for the amount by which the reporting unit's carrying amount exceeds the reporting unit's fair value. This guidance is effective for interim and annual goodwill impairment tests beginning on December 15, 2019, with early adoption permitted. We will be evaluating the impact of the guidance, but do not currently expect the adoption to have a material impact on our consolidated financial statements and related disclosures.

There have been no other recent accounting pronouncements or changes in accounting pronouncements to be implemented that are of significance or potential significance to RealNetworks.

Note 3 Stock-Based Compensation

Total stock-based compensation expense recognized in our unaudited condensed consolidated statements of operations and comprehensive income (loss) includes amounts related to stock options, restricted stock, and employee stock purchase plans and was as follows (in thousands):

	Quarter Ended March 31,	
	2017	2016
Total stock-based compensation expense	\$ 1,434	\$ 3,171

The fair value of options granted determined using the Black-Scholes model used the following weighted-average assumptions:

	Quarter Ended March 31,	
	2017	2016
Expected dividend yield	0%	0%
Risk-free interest rate	2.23%	1.54%
Expected life (years)	6.8	5.5
Volatility	38%	38%

The total stock-based compensation amounts for 2017 and 2016 disclosed above are recorded in their respective line items within operating expenses in the unaudited condensed consolidated statements of operations and comprehensive income (loss). Included in the expense for the quarters ended March 31, 2017 and 2016 was stock compensation expense recorded in the first quarter of 2017 and 2016 related to our 2016 and 2015 incentive bonuses paid in fully vested restricted stock units, which were authorized and granted in the first quarter of 2017 and 2016, respectively.

As of March 31, 2017, \$5.2 million of total unrecognized compensation cost, net of estimated forfeitures, related to stock awards. The unrecognized compensation cost is expected to be recognized over a weighted-average period of approximately 2 years.

Note 4 Rhapsody Joint Venture

As of March 31, 2017 we owned approximately 42% of the issued and outstanding stock of Rhapsody and account for our investment using the equity method of accounting.

Rhapsody was initially formed in 2007 as a joint venture between RealNetworks and MTV Networks, a division of Viacom International Inc. (MTVN), to own and operate a business-to-consumer digital audio music service known as Rhapsody.

Following certain restructuring transactions effective March 31, 2010, we began accounting for our investment in Rhapsody using the equity method of accounting. As part of the 2010 restructuring transactions, RealNetworks contributed \$18.0 million in cash, the Rhapsody brand and certain other assets, including content licenses, in exchange for shares of convertible preferred stock of Rhapsody, carrying a \$10.0 million preference upon certain liquidation events.

We recorded our share of losses of Rhapsody of \$0.7 million and \$0.0 million for the quarters ended March 31, 2017 and 2016, respectively. Because of the \$10.0 million liquidation preference on the preferred stock we hold in Rhapsody, under the equity method of accounting we did not record any share of Rhapsody losses that would reduce our carrying value of Rhapsody, which is impacted by Rhapsody equity transactions, below \$10.0 million, until Rhapsody's book value was reduced below \$10.0 million. This occurred in the first quarter of 2015. As of March 31, 2017, the carrying value of our Rhapsody equity investment was zero, as we do not have further commitment to provide future support to Rhapsody. Unless we commit to provide future financial support to Rhapsody, we do not record our share of Rhapsody losses that would reduce our carrying value of Rhapsody below zero, and instead we track those suspended losses separately.

In December 2016, RealNetworks entered into an agreement to loan up to \$5 million to Rhapsody for general operating purposes, as did the other large owner of Rhapsody, Columbus Nova. In 2016, \$3.5 million of the loan was made by each lender. In January 2017, the remaining \$1.5 million commitment was funded by each lender. The loan is subordinate to all existing loans, and bears an interest rate of 10% per annum, which accretes into the outstanding principal balance and will be due at the December 7, 2017 maturity date. Under the terms of the loan agreement between RealNetworks and Rhapsody, a default by Rhapsody under its agreements with other third party lenders that would entitle such parties to accelerate repayments with an aggregate value in excess of \$1 million, would constitute a cross default of the RealNetworks and Columbus Nova loans. In that case, RealNetworks and Columbus Nova could elect to declare to all outstanding obligations to us by Rhapsody to become immediately due and payable.

We recognized previously suspended losses up to the amount of the commitment at the time of signing the agreement in the fourth quarter of 2016, and, consequently, we do not have a receivable recorded related to this loan. As of the date of this report, we have no further commitments for additional fundings to Rhapsody.

In late March 2017, we were notified that Rhapsody would likely be in default of existing agreements with its third party lenders, which was confirmed in April 2017. We believe this default would constitute a cross default under the loan agreements between Rhapsody and RealNetworks and Rhapsody and Columbus Nova. The default with the third party lenders relates to Rhapsody's failure to meet a quarterly revenue target that included assumptions regarding the launch of a new product with a different business model than Rhapsody's subscription service. Rhapsody subsequently determined that it would not be in their best interest to continue the planned launch of the new product due to associated costs of launch and operation, thus contributing to a revenue shortfall. Rhapsody is in discussions with the third party lenders to agree on a waiver or forbearance of Rhapsody's covenant breach, however there is no assurance such waiver or forbearance will be achieved. As of the date of this report, RealNetworks and Columbus Nova have not elected to declare all amounts outstanding under our loan agreements to be immediately due and payable. No loan impairment charge to RealNetworks is required in connection with this default as we have no recorded receivable related to this loan.

Summarized financial information for Rhapsody, which represents 100% of their financial information, is as follows (in thousands):

	Quarter Ended March 31,	
	2017	2016
Net revenue	\$ 47,462	\$ 52,507
Gross profit	6,583	7,243
Net income (loss)	(5,640)	(5,148)

Note 5 Fair Value Measurements

Items Measured at Fair Value on a Recurring Basis

The following table presents information about our financial assets that have been measured at fair value on a recurring basis as of March 31, 2017 and December 31, 2016, and indicates the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands).

	Fair Value Measurements as of				Amortized Cost as of
	March 31, 2017				
	Level 1	Level 2	Level 3	Total	
Cash and cash equivalents:					
Cash	\$ 22,671	\$ —	\$ —	\$ 22,671	\$ 22,671
Money market funds	15,427	—	—	15,427	15,427
Corporate notes and bonds	—	400	—	400	400
Total cash and cash equivalents	38,098	400	—	38,498	38,498
Short-term investments:					
Corporate notes and bonds	—	27,778	—	27,778	27,784
Total short-term investments	—	27,778	—	27,778	27,784
Restricted cash equivalents and investments	—	2,700	—	2,700	2,700
Warrants issued by Rhapsody (included in Other assets)	—	—	1,244	1,244	—
Total	\$ 38,098	\$ 30,878	\$ 1,244	\$ 70,220	\$ 68,982

	Fair Value Measurements as of				Amortized Cost as of
	December 31, 2016				
	Level 1	Level 2	Level 3	Total	
Cash and cash equivalents:					
Cash	\$ 32,585	\$ —	\$ —	\$ 32,585	\$ 32,585
Money market funds	136	—	—	136	136
Corporate notes and bonds	—	1,000	—	1,000	1,000
Total cash and cash equivalents	32,721	1,000	—	33,721	33,721
Short-term investments:					
Corporate notes and bonds	—	43,331	—	43,331	43,343
Total short-term investments	—	43,331	—	43,331	43,343
Restricted cash equivalents and investments	—	2,700	—	2,700	2,700
Warrant issued by Rhapsody (included in Other assets)	—	—	773	773	—
Total	\$ 32,721	\$ 47,031	\$ 773	\$ 80,525	\$ 79,764

Restricted cash equivalents and investments as of March 31, 2017 and December 31, 2016 relate to cash pledged as collateral against letters of credit in connection with lease agreements.

Realized gains or losses on sales of short-term investment securities for the quarters ended March 31, 2017 and 2016 were not significant. Gross unrealized gains and gross unrealized losses on short-term investment securities as of March 31, 2017 and December 31, 2016 were also not significant.

Investments with remaining contractual maturities of five years or less are classified as short-term because the investments are marketable and highly liquid, and we have the ability to utilize them for current operations. Contractual maturities of short-term investments as of March 31, 2017 (in thousands):

	Estimated Fair Value
Within one year	\$ 27,778
Between one year and five years	—
Total short-term investments	\$ 27,778

In February 2015, Rhapsody issued warrants to purchase Rhapsody common shares to each of RealNetworks and Rhapsody's one other large stockholder, Columbus Nova. The warrants were issued as compensation for past services provided by RealNetworks and Columbus Nova, and both warrants covered the same number of underlying shares. The exercise price of the warrants was equal to the fair value of the underlying shares on the issuance date, and we used the Black-Scholes option-pricing model to calculate the fair value of the warrant, using an expected term of 5 years and expected volatility of 55%. On the date of issuance, we recognized and recorded the \$1.2 million fair value of the warrant issued to RealNetworks within other assets in the unaudited condensed consolidated balance sheets, and as an expense reduction within General and administrative expense in the unaudited condensed consolidated statements of operations. The warrants are free-standing derivatives and as such their fair value is determined each quarter using updated inputs in the Black-Scholes option-pricing model. During the three months ended March 31, 2017, the decrease in the fair value of the warrants was insignificant.

In February 2017, Rhapsody issued additional warrants to purchase Rhapsody common shares to both RealNetworks and Columbus Nova. Consistent with the warrants issued in 2015, the 2017 warrants were issued as compensation for past services provided by RealNetworks and Columbus Nova, and both warrants covered the same number of underlying shares. The exercise price of the warrants exceeded the fair value of the underlying shares on the issuance date, and we used the Black-Scholes option-pricing model to calculate the fair value of the warrant, using an expected term of 5 years and expected volatility of 55%, resulting in a recognized fair value of \$0.5 million in Other assets in the unaudited condensed consolidated balance sheets, and as an expense reduction within general and administrative expense in the unaudited condensed consolidated statements of operations.

Items Measured at Fair Value on a Non-recurring Basis

Certain of our assets and liabilities are measured at estimated fair value on a non-recurring basis, using Level 3 inputs. These instruments are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment). During the three months ended March 31, 2017 and 2016, we did not record any impairments on those assets required to be measured at fair value on a non-recurring basis.

See Note 11, Lease Exit and Related Charges, for a discussion of the losses related to reductions in the use of RealNetworks' office space, which were recorded at the estimated fair value of remaining lease obligations, less expected sub-lease income.

Note 6 Allowance for Doubtful Accounts Receivable and Sales Returns

Activity in the allowance for doubtful accounts receivable and sales returns (in thousands):

	Allowance For	
	Doubtful Accounts Receivable	Sales Returns
Balances, December 31, 2016	\$ 633	\$ 169
Addition (reduction) to allowance	9	—
Amounts written off	—	—
Foreign currency translation	(15)	(1)
Balances, March 31, 2017	\$ 627	\$ 168

One customer accounted for 60% of trade accounts receivable as of March 31, 2017. At December 31, 2016, one customer accounted for 64% of trade accounts receivable.

One customer accounted for 36% or \$10.9 million of consolidated revenue during the quarter ended March 31, 2017 which is reflected in our Mobile Services segment.

One customer accounted for 30% of consolidated revenue or \$8.4 million during the quarter ended March 31, 2016 , which is reflected in our Mobile Services segment. One customer accounted for 12% of consolidated revenue, or \$3.5 million , during the quarter ended March 31, 2016 , also reflected in our Mobile Services segment.

Note 7 Other Intangible Assets

Other intangible assets (in thousands):

	March 31, 2017			December 31, 2016		
	Gross Amount	Accumulated Amortization	Net	Gross Amount	Accumulated Amortization	Net
Amortizing intangible assets:						
Customer relationships	\$ 30,980	\$ 30,512	\$ 468	\$ 29,308	\$ 28,781	\$ 527
Developed technology	24,440	24,262	178	23,574	23,263	311
Patents, trademarks and tradenames	3,715	3,632	83	3,530	3,430	100
Service contracts	5,378	5,378	—	5,205	5,205	—
Total	\$ 64,513	\$ 63,784	\$ 729	\$ 61,617	\$ 60,679	\$ 938

No impairments of other intangible assets were recognized in either of the three months ended March 31, 2017 or 2016 .

Note 8 Goodwill

Changes in goodwill (in thousands):

Balance, December 31, 2016	\$ 12,857
Effects of foreign currency translation	58
Balance, March 31, 2017	\$ 12,915

Goodwill by segment (in thousands):

	March 31, 2017
Consumer Media	\$ 580
Mobile Services	2,037
Games	10,298
Total goodwill	\$ 12,915

No impairment of goodwill was recognized in either of the three months ended March 31, 2017 or in 2016 .

Note 9 Accrued and Other Current Liabilities

Accrued and other current liabilities (in thousands):

	March 31, 2017	December 31, 2016
Royalties and other fulfillment costs	\$ 2,967	\$ 2,629
Employee compensation, commissions and benefits	5,701	5,136
Sales, VAT and other taxes payable	2,941	3,258
Other	3,816	4,402
Total accrued and other current liabilities	\$ 15,425	\$ 15,425

Note 10 Restructuring Charges

Restructuring and other charges in 2017 and 2016 consist of costs associated with the ongoing reorganization of our business operations and our ongoing expense re-alignment efforts. The expense amounts in both years relate primarily to severance costs due to workforce reductions.

Restructuring charges are as follows (in thousands):

	<u>Employee Separation Costs</u>
Costs incurred and charged to expense for the three months ended March 31, 2017	\$ 1,564
Costs incurred and charged to expense for the three months ended March 31, 2016	\$ 385

Changes to the accrued restructuring liability (which is included in Accrued and other current liabilities) for 2017 (in thousands) are as follows:

	<u>Employee Separation Costs</u>
Accrued liability at December 31, 2016	\$ 209
Costs incurred and charged to expense for the three months ended March 31, 2017	1,564
Cash payments	(664)
Accrued liability at March 31, 2017	<u>\$ 1,109</u>

Note 11 Lease Exit and Related Charges

As a result of the reduction in use of RealNetworks' office space, lease exit and related charges have been recognized representing rent and contractual operating expenses over the remaining life of the leases, including estimates of sublease income expected to be received. We continue to regularly evaluate the market for office space. If the market for such space changes further in future periods, we may have to revise our estimates which may result in future adjustments to expense for excess office facilities.

Changes to accrued lease exit and related charges (which is included in Accrued and other current liabilities) for 2017 (in thousands) are as follows:

Accrued loss at December 31, 2016	\$ 3,186
Additions and adjustments to the lease loss accrual, including estimated sublease income	—
Less amounts paid, net of sublease amounts	(727)
Accrued loss at March 31, 2017	2,459
Less current portion (included in Accrued and other current liabilities)	(612)
Accrued loss, non-current portion (included in Other long term liabilities)	<u>\$ 1,847</u>

Note 12 Shareholders' Equity*Accumulated Other Comprehensive Income (Loss)*

Changes in components of accumulated other comprehensive income (loss) (in thousands):

	Quarter Ended March 31,	
	2017	2016
Investments		
Accumulated other comprehensive income (loss), beginning of period	\$ (6)	\$ 1,297
Unrealized gains (losses), net of tax effects of \$2, and \$90	4	151
Net current period other comprehensive income (loss)	4	151
Accumulated other comprehensive income (loss) balance, end of period	\$ (2)	\$ 1,448
Foreign currency translation		
Accumulated other comprehensive income (loss), beginning of period	\$ (61,639)	\$ (60,777)
Translation adjustments	594	700
Net current period other comprehensive income (loss)	594	700
Accumulated other comprehensive income (loss) balance, end of period	\$ (61,045)	\$ (60,077)
Total accumulated other comprehensive income (loss), end of period	\$ (61,047)	\$ (58,629)

Note 13 Income Taxes

As of March 31, 2017, there have been no material changes to RealNetworks' uncertain tax positions disclosures as provided in Note 14 of the 2016 10-K. We do not anticipate that the total amount of unrecognized tax benefits will significantly change within the next twelve months.

We file numerous consolidated and separate income tax returns in the U.S. including federal, state and local, as well as foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal income tax examinations for tax years before 2013 or state, local, or foreign income tax examinations for years before 1993. We are currently under audit by various states and foreign jurisdictions for certain tax years subsequent to 1993.

Note 14 Earnings (Loss) Per Share

Basic net income (loss) per share (EPS) is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income (loss) by the weighted average number of common and dilutive potential common shares outstanding during the period. Basic and diluted EPS (in thousands, except per share amounts):

	Quarter Ended March 31,	
	2017	2016
Net income (loss)	\$ (9,424)	\$ (15,171)
Weighted average common shares outstanding used to compute basic EPS	37,030	36,520
Dilutive effect of stock based awards	—	—
Weighted average common shares outstanding used to compute diluted EPS	37,030	36,520
Basic EPS	\$ (0.25)	\$ (0.42)
Diluted EPS	\$ (0.25)	\$ (0.42)

During the quarters ended March 31, 2017, and March 31, 2016 4.9 million and 5.3 million shares of common stock, respectively, of potentially issuable shares from stock awards were excluded from the calculation of diluted EPS because of their antidilutive effect.

Note 15 Commitments and Contingencies

From time to time we are and may be subject to legal proceedings, governmental investigations and claims in the ordinary course of business, including employment claims, contract-related claims, and claims of alleged infringement of third-party patents, trademarks and other intellectual property rights. Although we believe that resolving such claims, individually or in aggregate, will not have a material adverse impact on our business or financial condition, these matters are subject to inherent uncertainties. Such claims, even if not meritorious, could force us to expend significant financial and managerial resources. In addition, given the broad distribution of some of our consumer products, any individual claim related to those products could give rise to liabilities that may be material to us. In the event of a determination adverse to us, we may incur substantial monetary liability, and/or be required to change our business practices. Either of these could have a material adverse effect on our consolidated financial statements.

Note 16 Guarantees

In the ordinary course of business, RealNetworks is subject to potential obligations for standard warranty and indemnification provisions that are contained within many of our customer license and service agreements. Our warranty provisions are consistent with those prevalent in our industry, and we do not have a history of incurring losses on warranties; therefore, we do not maintain accruals for warranty-related obligations. With regard to indemnification provisions, nearly all of our carrier contracts obligate us to indemnify our carrier customers for certain liabilities that may be incurred by them. We have received in the past, and may receive in the future, claims for indemnification from some of our carrier customers.

In relation to certain patents and other technology assets we sold to Intel in the second quarter of 2012, we have specific obligations to indemnify Intel for breaches of the representations and warranties that we made and covenants that we agreed to in the asset purchase agreement for certain potential future intellectual property infringement claims brought by third parties against Intel. The amount of any potential liabilities related to our indemnification obligations to Intel will not be determined until a claim has been made, but we are obligated to indemnify Intel up to the amount of the gross purchase price that we received in the sale.

Note 17 Segment Information

We manage our business and report revenue and operating income (loss) in three segments: (1) Consumer Media, which includes our PC-based RealPlayer products, including RealPlayer Plus and related products and intellectual property licensing; (2) Mobile Services, which includes our SaaS services, our LISTEN[®] product, and our mobile RealTimes[®] product that is primarily sold through mobile carriers; and (3) Games, which includes all our games-related businesses, including sales of mobile games, sales of games licenses, online games subscription services, advertising on games sites and social network sites, and microtransactions from online games.

We allocate certain corporate expenses which are directly attributable to supporting our businesses, including but not limited to a portion of finance, legal, human resources and headquarters facilities, to our reportable segments. Remaining expenses, which are not directly attributable to supporting the business, are reported as corporate items. Also reported in our corporate segment are restructuring charges, lease exit and related charges, as well as stock compensation charges.

RealNetworks reports three reportable segments based on factors such as how we manage our operations and how our Chief Operating Decision Maker (CODM) reviews results. The CODM reviews financial information presented on both a consolidated basis and on a business segment basis. The accounting policies used to derive segment results are the same as those described in Note 1, Description of Business and Summary of Significant Accounting Policies, in the 10-K.

Segment results for the quarters ended March 31, 2017 and 2016 (in thousands):

Consumer Media

	Quarter Ended March 31,	
	2017	2016
Revenue	\$ 5,669	\$ 5,726
Cost of revenue	1,405	2,417
Gross profit	4,264	3,309
Operating expenses	4,010	5,376
Operating income (loss)	\$ 254	\$ (2,067)

Mobile Services

	Quarter Ended March 31,	
	2017	2016
Revenue	\$ 19,084	\$ 16,465
Cost of revenue	13,914	10,917
Gross profit	5,170	5,548
Operating expenses	8,119	9,794
Operating income (loss)	\$ (2,949)	\$ (4,246)

Games

	Quarter Ended March 31,	
	2017	2016
Revenue	\$ 5,823	\$ 6,039
Cost of revenue	1,937	1,845
Gross profit	3,886	4,194
Operating expenses	4,947	5,295
Operating income (loss)	\$ (1,061)	\$ (1,101)

Corporate

	Quarter Ended March 31,	
	2017	2016
Cost of revenue	\$ 37	\$ (7)
Operating expenses	4,295	7,372
Operating income (loss)	\$ (4,332)	\$ (7,365)

Our customers consist primarily of consumers and corporations located in the U.S., Europe, Republic of Korea and various foreign countries (Rest of the World). Revenue by geographic region (in thousands):

	Quarter Ended March 31,	
	2017	2016
United States	\$ 9,740	\$ 10,383
Europe	3,195	3,384
Republic of Korea	12,853	9,233
Rest of the World	4,788	5,230
Total net revenue	<u>\$ 30,576</u>	<u>\$ 28,230</u>

Long-lived assets (which consist of equipment, software, leasehold improvements, other intangible assets, and goodwill) by geographic region (in thousands) are as follows:

	March 31, 2017	December 31, 2016
	United States	\$ 12,754
Europe	3,738	3,920
Republic of Korea	156	168
Rest of the World	1,785	1,909
Total long-lived assets	<u>\$ 18,433</u>	<u>\$ 19,049</u>

Note 18 Related Party Transactions

See Note 4 , Rhapsody Joint Venture , and Note 5 , Fair Value Measurements , for details on transactions involving Rhapsody.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations, estimates, and projections about RealNetworks' industry, products, management's beliefs, and certain assumptions made by management. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are intended to identify forward-looking statements. All statements contained in this report that do not relate to matters of historical fact should be considered forward-looking statements. Forward-looking statements include statements with respect to:

- *the expected benefits and other consequences of our growth plans, strategic initiatives, and restructurings;*
- *our expected introduction, distribution and monetization, of new and enhanced products, services and technologies across our businesses;*
- *future revenues, operating expenses, income and other taxes, tax benefits, net income (loss) per diluted share available to common shareholders, acquisition costs and related amortization, and other measures of results of operations;*
- *the effects of our past acquisitions and expectations for future acquisitions and divestitures;*
- *plans, strategies and expected opportunities for future growth, increased profitability and innovation;*
- *the expected financial position, performance, growth and profitability of, and investment in, our businesses and the availability of resources;*
- *the effects of legislation, regulations, administrative proceedings, court rulings, settlement negotiations and other factors that may impact our businesses;*
- *the continuation and expected nature of certain customer relationships;*
- *impacts of competition and certain customer relationships on the future financial performance and growth of our businesses;*
- *our involvement in potential claims, legal proceedings and government investigations, and the potential outcomes and effects of such potential claims, legal proceedings and governmental investigations on our business, prospects, financial condition or results of operations;*
- *the effects of U.S. and foreign income and other taxes on our business, prospects, financial condition or results of operations; and*
- *the effect of economic and market conditions on our business, prospects, financial condition or results of operations.*

These statements are not guarantees of future performance and actual actions or results may differ materially. These statements are subject to certain risks, uncertainties and assumptions that are difficult to predict, including those noted in the documents incorporated herein by reference. Particular attention should also be paid to the cautionary language in Item 1A of Part I in our 2016 10-K entitled "Risk Factors." RealNetworks undertakes no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise, unless required by law. Readers should, however, carefully review the risk factors included in other reports or documents filed by RealNetworks from time to time with the Securities and Exchange Commission, particularly the Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

Overview

RealNetworks creates innovative applications and services that make it easy to connect with and enjoy digital media. We manage our business and report revenue and operating income (loss) in three segments: (1) Consumer Media, (2) Mobile Services, and (3) Games. See Note 17 Segment Information, to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this Form 10-Q.

Within our Consumer Media segment, revenue is derived from the sales of our PC-based RealPlayer® products, including RealPlayer Plus and related products, and from the licensing of our intellectual property, primarily our codec technology, including our recently introduced RealMedia High Definition, or RMHD, technology. These products and services are delivered directly to consumers and through partners, such as OEMs and mobile device manufacturers.

Our Mobile Services business generates revenue primarily from the sale of SaaS services, which include ringback tones, music on demand, and intercarrier messaging. This business also includes revenue related to mobile RealTimes®, our photo and video sharing application that is primarily sold through mobile telecommunication carriers and related partners. We generate a significant portion of our revenue from sales within our Mobile Services business to a few mobile telecommunications carriers and our low-margin music on demand customer in Korea. In the near term, we expect that we will continue to generate a significant portion of our total revenue in this segment and our consolidated revenue from these

customers. The loss of these contracts or the termination or non-renewal or renegotiation of contract terms that are less favorable to us could result in the loss of future revenues and could result in the loss of anticipated profits.

Our Games business, through the GameHouse and Zylom brands, derives revenue from sales of mobile games, games licenses, online games subscription services, and advertising on games sites.

We allocate certain corporate expenses which are directly attributable to supporting our businesses, including but not limited to a portion of finance, legal, human resources and headquarters facilities, to our reportable segments. Remaining expenses, which are not directly attributable to supporting the business, are reported as corporate items. These corporate items include restructuring charges, lease exit and related charges, as well as stock compensation expense.

As of March 31, 2017, we had \$66.3 million in unrestricted cash, cash equivalents and short-term investments, compared to \$77.1 million as of December 31, 2016. The 2017 decrease of cash, cash equivalents, and short-term investments was due primarily to cash used in operating activities during the quarter of \$9.4 million.

Condensed consolidated results of operations were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Total revenue	\$ 30,576	\$ 28,230	\$ 2,346	8 %
Cost of revenue	17,293	15,172	2,121	14 %
Gross profit	13,283	13,058	225	2 %
Gross margin	43%	46%		
Operating expenses	21,371	27,837	(6,466)	(23)%
Operating income (loss)	\$ (8,088)	\$ (14,779)	\$ 6,691	45 %

In the first quarter of 2017, our total consolidated revenue increased \$2.3 million as compared with the year-earlier period. Mobile Services revenue increased \$2.6 million due to increased, low-margin music on demand revenue in Korea, offset in part by small decreases in our Consumer Media and Games businesses.

Cost of revenues increased by \$2.1 million for the quarter ended March 31, 2017, resulting in a corresponding decrease of three percentage points in gross margin, due to higher costs of \$3.0 million in our Mobile Services segment, offset in part by savings of \$1.0 million in our Consumer Media segment, primarily driven by lower bandwidth costs.

Operating expenses decreased by \$6.5 million in the quarter ended March 31, 2017 compared with the prior year primarily due to savings realized from reductions in salaries, benefits and professional service fees, marketing expenses and facilities costs totaling \$5.3 million, as described more fully below. Further contributing to decreased expense as compared to the prior-year period was the impact of the benefit recorded following the receipt of warrants from Rhapsody of \$0.5 million and the release of previously accrued taxes of \$0.4 million. These improvements were offset in part by an additional \$0.3 million in total restructuring costs relating to severance paid for further worldwide headcount reductions.

Segment Operating Results

Consumer Media

Consumer Media segment results of operations were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Revenue	\$ 5,669	\$ 5,726	\$ (57)	(1)%
Cost of revenue	1,405	2,417	(1,012)	(42)%
Gross profit	4,264	3,309	955	29 %
Gross margin	75%	58%		
Operating expenses	4,010	5,376	(1,366)	(25)%
Operating income (loss)	\$ 254	\$ (2,067)	\$ 2,321	112 %

Total Consumer Media revenue for the quarter ended March 31, 2017 was flat as compared to the same quarter of fiscal 2016. Intellectual property licensing revenue increased by \$0.4 million for the quarter due primarily to the timing of contracts and contract renewals. Continuing declines in our subscription products of \$0.4 million offset the increase realized by our intellectual property licensing.

Cost of revenue decreased by \$1.0 million during the quarter ended March 31, 2017, compared with the year-earlier period resulting in an increase in gross margin of 17 percentage points. The decrease in cost of revenue was primarily due to lower bandwidth costs of \$0.6 million directly resulting from our ongoing efforts to optimize functionality and increase efficiencies.

Operating expenses decreased by \$1.4 million in the quarter ended March 31, 2017, compared with the year-earlier period, partially due to the acceleration of depreciation expense of \$0.7 million taken in the first quarter of 2016 related to the obsolescence of e-commerce assets, as well as lower expenses for facilities and support services as a result of our ongoing cost reduction efforts.

Mobile Services

Mobile Services segment results of operations were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Revenue	\$ 19,084	\$ 16,465	\$ 2,619	16 %
Cost of revenue	13,914	10,917	2,997	27 %
Gross profit	5,170	5,548	(378)	(7)%
Gross margin	27%	34%		
Operating expenses	8,119	9,794	(1,675)	(17)%
Operating income (loss)	\$ (2,949)	\$ (4,246)	\$ 1,297	31 %

Total Mobile Services revenue increased by \$2.6 million in the quarter ended March 31, 2017 compared with the prior-year period. This increase was driven by an increase of \$2.5 million in our low-margin music on demand business in Korea.

Cost of revenue increased by \$3.0 million in the quarter ended March 31, 2017 compared with the prior-year period, due primarily to an increase of \$2.6 million in our music on demand business related to higher sales.

Operating expenses decreased by \$1.7 million for the quarter ended March 31, 2017 compared with the year-earlier period primarily due to reductions in salaries and related personnel costs of \$1.5 million.

Games

Games segment results of operations were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Revenue	\$ 5,823	\$ 6,039	\$ (216)	(4)%
Cost of revenue	1,937	1,845	92	5 %
Gross profit	3,886	4,194	(308)	(7)%
Gross margin	67%	69%		
Operating expenses	4,947	5,295	(348)	(7)%
Operating income (loss)	\$ (1,061)	\$ (1,101)	\$ 40	4 %

Total Games revenue decreased by \$0.2 million in the quarter ended March 31, 2017, compared with the year-earlier period as a \$0.4 million increase to our mobile games revenue was offset by decreases in our other games revenue.

Cost of revenue increased slightly compared with the prior-year period due to increases in app store fees related to our mobile revenue growth.

Operating expenses declined by \$0.3 million in the quarter ended March 31, 2017, compared with the prior-year period primarily due to reduced marketing expenses.

Corporate

Corporate segment results of operations were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Cost of revenue	\$ 37	\$ (7)	\$ 44	629 %
Operating expenses	4,295	7,372	(3,077)	(42)%
Operating income (loss)	\$ (4,332)	\$ (7,365)	\$ 3,033	41 %

Operating expenses decreased by \$3.1 million in the quarter ended March 31, 2017 compared with the year-earlier period. The decrease was primarily due to a \$2.1 million reduction in salary, benefit and professional service expenses, a benefit of \$0.5 million relating to the warrant received from Rhapsody in 2017, which is discussed further in Note 5 Fair Value Measurements, a \$0.4 million reduction in facilities costs as a result of our reduction of office space, and a benefit of \$0.4 million for a release of previously accrued taxes. These decreases were offset in part by an increase in total restructuring costs of \$0.3 million relating to severance for further worldwide headcount reductions.

Consolidated Operating Expenses

Our operating expenses consist primarily of salaries and related personnel costs including stock based compensation, consulting fees associated with product development, sales commissions, amortization of certain intangible assets capitalized in our acquisitions, professional service fees, advertising costs, restructuring charges and lease exit costs. Operating expenses were as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Research and development	\$ 7,349	\$ 9,319	\$ (1,970)	(21)%
Sales and marketing	7,155	9,225	(2,070)	(22)%
General and administrative	5,303	8,077	(2,774)	(34)%
Restructuring and other charges	1,564	385	1,179	306 %
Lease exit and related charges	—	831	(831)	(100)%
Total consolidated operating expenses	\$ 21,371	\$ 27,837	\$ (6,466)	(23)%

Research and development expenses decreased by \$2.0 million in the quarter ended March 31, 2017, compared with the year-earlier period. The decrease was due to a reduction of \$0.7 million in salaries, benefits and professional services expense, the acceleration of depreciation expense of \$0.7 million taken in the first quarter of 2016, as well as lower expenses for facilities and support services as a result of our ongoing cost reduction efforts.

Sales and marketing expenses decreased by \$2.1 million in the quarter ended March 31, 2017 compared with the year-earlier period. The decrease was due to a \$1.0 million reduction in salaries, benefits and professional service fees, as well as a decrease of \$0.7 million in direct marketing expense.

General and administrative expenses decreased by \$2.8 million in the quarter ended March 31, 2017, compared with the year-earlier period, primarily due to an overall decrease in salaries, benefits and professional fees of \$1.4 million, as well as a first quarter of 2017 benefit of \$0.5 million relating to warrants we received from Rhapsody, which are discussed further in Note 5 Fair Value Measurements. Also contributing to the decrease was a benefit of \$0.4 million related to the release of previously accrued taxes.

Restructuring and other charges and Lease exit and related charges consist of costs associated with the ongoing reorganization of our business operations and expense re-alignment efforts. Restructuring expense primarily relates to severance costs due to workforce reductions. For additional details on these charges see Note 10, Restructuring Charges and Note 11, Lease Exit and Related Charges.

Other Income (Expenses)

Other income (expenses), net was as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
Interest income, net	\$ 128	\$ 117	\$ 11	9 %
Gain (loss) on investments, net	—	3	(3)	NM
Equity in net loss of Rhapsody	(748)	—	(748)	NM
Other income (expense), net	(226)	(287)	61	(21)%
Total other income (expense), net	<u>\$ (846)</u>	<u>\$ (167)</u>	<u>\$ (679)</u>	<u>(407)%</u>

We account for our investment in Rhapsody under the equity method of accounting, as described in Note 4 , Rhapsody Joint Venture . The net carrying value of our investment in Rhapsody is not necessarily indicative of the underlying fair value of our investment.

Other income (expense), net, for the quarter ended March 31, 2017 reflected expense of \$0.2 million , which is consistent with the prior-year period, due to similar fluctuations in foreign currency exchange rates.

Income Taxes

During the quarters ended March 31, 2017 and 2016 , we recognized an income tax expense of \$0.5 million and \$0.2 million , respectively, related to U.S. and foreign income taxes. The change in income tax expense during the quarter ended March 31, 2017 was largely the result of changes in our jurisdictional income.

As of March 31, 2017 , there have been no material changes to RealNetworks' uncertain tax positions disclosures as provided in Note 14 of the 2016 10-K. We do not anticipate that the total amount of unrecognized tax benefits will significantly change within the next twelve months.

The majority of our tax expense is due to income in our foreign jurisdictions and we have not benefitted from losses in the U.S. and certain foreign jurisdictions in the first quarter of 2017 . We generate income in a number of foreign jurisdictions, some of which have higher or lower tax rates relative to the U.S. federal statutory rate. Our tax expense could fluctuate significantly on a quarterly basis to the extent income is less than anticipated in countries with lower statutory tax rates and more than anticipated in countries with higher statutory tax rates. For the quarter ended March 31, 2017 , decreases in tax expense from income generated in foreign jurisdictions with lower tax rates in comparison to the U.S. federal statutory rate was offset by increases in tax expense from income generated in foreign jurisdictions having comparable, or higher tax rates in comparison to the U.S. federal statutory rate. The effect of differences in foreign tax rates on the Company's tax expense for the first quarter of 2017 is minimal.

As of March 31, 2017 , we have not provided for U.S. federal and state income taxes on certain undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. or may be remitted tax-free to the U.S. If these amounts were distributed to the U.S., in the future in the form of dividends or otherwise, we could be subject to additional U.S. income and foreign withholding taxes. It is not practicable to determine the foreign withholding and U.S. income tax liability or benefit on such earnings due to the timing of such future distributions, the availability of foreign tax credits, and the complexity of the computation if such earnings were not deemed to be permanently reinvested. If future events, including material changes in estimates of cash, working capital, and long-term investment requirements necessitate that these earnings be distributed, an additional provision for U.S. income and foreign withholding taxes may be necessary.

We file numerous consolidated and separate income tax returns in the U.S., including federal, state and local returns, as well as in foreign jurisdictions. With few exceptions, we are no longer subject to United States federal income tax examinations for tax years prior to 2013 or state, local or foreign income tax examinations for years prior to 1993. We are currently under audit by various states and foreign jurisdictions for certain tax years subsequent to 1993.

Geographic Revenue

Revenue by geographic region was as follows (dollars in thousands):

	Quarters ended March 31,			
	2017	2016	\$ Change	% Change
United States	\$ 9,740	\$ 10,383	\$ (643)	(6)%
Europe	3,195	3,384	(189)	(6)%
Republic of Korea	12,853	9,233	3,620	39 %
Rest of world	4,788	5,230	(442)	(8)%
Total net revenue	\$ 30,576	\$ 28,230	\$ 2,346	8 %

Revenue in the United States decreased by \$0.6 million in the quarter ended March 31, 2017 compared with the year-earlier period, primarily due to lower revenue in our Mobile Services business.

Revenue in Europe decreased by \$0.2 million in the quarter ended March 31, 2017 compared with the year-earlier period due to lower revenues generated by our Games business.

Revenue in Korea increased by \$3.6 million in the quarter ended March 31, 2017 compared with the year-earlier period. Of this increase, \$2.5 million was generated by our low-margin music on demand services in our Mobile Services business and an additional \$1.3 million due to increased sales of intellectual property in our Consumer Media business.

Revenue in the rest of world decreased by \$0.4 million in the quarter ended March 31, 2017 compared with the year-earlier period. The decrease was due to lower revenues in our Consumer Media business, offset in part by increases in our Mobile Services revenues.

New Accounting Pronouncements

See Note 2 , Recent Accounting Pronouncements , to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this 10-Q.

Liquidity and Capital Resources

The following summarizes working capital, cash, cash equivalents, short-term investments, and restricted cash (in thousands):

	March 31, 2017	December 31, 2016
Working capital	\$ 59,718	\$ 66,304
Cash, cash equivalents, and short-term investments	66,276	77,052
Restricted cash equivalents and investments	2,700	2,700

The 2017 decrease of cash, cash equivalents, and short-term investments from December 31, 2016 was due primarily to our ongoing negative cash flows used in operating activities, which totaled \$9.4 million in the first three months of 2017.

The following summarizes cash flow activity (in thousands):

	Three months ended March 31,	
	2017	2016
Cash provided by (used in) operating activities	\$ (9,410)	\$ (11,211)
Cash provided by (used in) investing activities	13,846	4,487
Cash provided by (used in) financing activities	(147)	(771)

Cash used in operating activities consisted of net income (loss) adjusted for certain non-cash items such as depreciation and amortization, and the effect of changes in certain operating assets and liabilities.

Cash used in operating activities was \$1.8 million less in the three months ended March 31, 2017 as compared to the same period in 2016 . Cash used in operations was less due primarily to a lower operating loss in 2017 than the same period in the prior year, driven mainly by our ongoing cost reduction efforts, as previously discussed.

For the three months ended March 31, 2017, cash provided by investing activities of \$13.8 million was due to sales and maturities, net of purchases, of short-term investments, which totaled \$15.6 million. The increase was offset in part by our advance paid to Rhapsody of \$1.5 million, as discussed further in Note 4 Rhapsody Joint Venture.

For the three months ended March 31, 2016, cash provided by investing activities of \$4.5 million was primarily due to sales and maturities, net of purchases, of short-term investments of \$5.5 million, partially offset by purchases of equipment, software and leasehold improvements of \$0.8 million.

Cash used in financing activities for the three months ended March 31, 2017 was \$0.1 million. This cash outflow was due mainly to tax payments on shares withheld upon vesting of restricted stock.

Cash used in financing activities for the three months ended March 31, 2016 was \$0.8 million. This cash outflow was due to tax payments on shares withheld upon vesting of restricted stock during the quarter.

While we currently have no planned significant capital expenditures for the remainder of 2017 other than those in the ordinary course of business, we do have contractual commitments for future payments related to office leases.

We believe that our current unrestricted cash, cash equivalents, and short-term investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months.

In the future, we may seek to raise additional funds through public or private equity financing, or through other sources such as credit facilities. Such sources of funding may or may not be available to us at commercially reasonable terms. The sale of additional equity securities could result in dilution to our shareholders. In addition, in the future, we may enter into cash or stock acquisition transactions or other strategic transactions that could reduce cash available to fund our operations or result in dilution to shareholders.

If Rhapsody continues to incur losses, if it otherwise experiences a significant decline in its business or financial condition, or if we provide financial support to or increase our investment in Rhapsody, we could incur further losses on our investment, which could have an adverse effect on our financial condition, liquidity, and results of operations. For further information on Rhapsody, please refer to Note 4 Rhapsody Joint Venture.

Our cash equivalents and short-term investments consist of investment grade securities, as specified in our investment policy guidelines. The policy limits the amount of credit exposure to any one non-U.S. Government or non-U.S. Agency issue or issuer to a maximum of 5% of the total portfolio. These securities are subject to interest rate risk and will decrease in value if interest rates increase. Because we have historically had the ability to hold our fixed income investments until maturity, we do not expect our operating results or cash flows to be significantly affected by a sudden change in market interest rates in our securities portfolio.

We conduct our operations primarily in five functional currencies: the U.S. dollar, the Korean won, the Japanese yen, the British pound and the euro. We currently do not actively hedge our foreign currency exposures and are therefore subject to the risk of exchange rate fluctuations. We are exposed to foreign exchange rate fluctuations as the financial results of foreign subsidiaries are translated into U.S. dollars in consolidation. Our exposure to foreign exchange rate fluctuations also arises from intercompany payables and receivables to and from our foreign subsidiaries.

As of March 31, 2017, approximately \$18.1 million of unrestricted cash, cash equivalents, and short-term investments was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we may be required to accrue and pay U.S. income and foreign withholding taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations. Additionally, the Company currently has significant net operating losses and other tax attributes that could be used to offset potential U.S. income tax that could result if these amounts were distributed to the U.S. We utilize a variety of tax planning and financing strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed. We do not expect restrictions or potential taxes on repatriation of amounts held outside of the U.S. to have a material effect on our overall liquidity, financial condition or results of operations.

Off-Balance Sheet Arrangements

We have operating lease obligations for office facility leases with future cash commitments that are not required to be recorded on our consolidated balance sheet. Accordingly, these operating lease obligations constitute off-balance sheet arrangements. In addition, since we do not maintain accruals associated with certain guarantees, as discussed in Note 16 , Guarantees , to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this 10-Q, those guarantee obligations also constitute off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Our critical accounting policies and estimates are as follows:

- Revenue recognition;
- Estimating music publishing rights and music royalty accruals;
- Estimating recoverability of deferred costs;
- Estimating allowances for doubtful accounts and sales returns;
- Estimating losses on excess office facilities;
- Valuation of equity method investments;
- Valuation of definite-lived assets;
- Valuation of goodwill;
- Stock-based compensation; and
- Accounting for income taxes.

Revenue Recognition. We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collection is probable. Physical products are considered delivered to the customer once they have been shipped and title and risk of loss have been transferred. For online sales, the products or services are considered delivered at the time the product or services are made available, digitally, to the end user.

We recognize revenue on a gross or net basis. In most arrangements, we contract directly with end user customers, and are the primary obligor. In such arrangements, we recognize revenue on a gross basis. In some cases, we utilize third-party distributors who are the primary obligor to sell products or services directly to end user customers. In such instances, we recognize revenue on a net basis.

In our direct to consumer operations, we derive revenue primarily through (1) subscriptions sold by our Games segment and subscriptions of SuperPass within our Consumer Media segment, (2) sales of content downloads, software and licenses offered by our Consumer Media, Mobile Services, and Games segments and (3) the sale of advertising and the distribution of third-party products on our websites and in our games.

Consumer subscription products are paid in advance, typically for monthly, quarterly or annual duration. Subscription revenue is recognized ratably over the related subscription time period. Revenue from sales of content downloads, software and licenses is recognized at the time the product is made available, digitally, to the end user. Revenue generated from advertising on our websites and from advertising and the distribution of third-party products included in our products is recognized as revenue at the time of delivery.

We also generate revenue through business-to-business channels by providing services within our Mobile Services segment enabling mobile carriers to deliver audio and video content to their customers and by selling software licenses and products and related support and other services. Revenue generated from services provided to mobile carriers that enable the delivery of audio and video content to their customers is recognized as the services are provided. Setup fees to build these services are recognized ratably upon launch of the service over the remaining expected term of the service.

Non-software revenue arrangements containing multiple elements are divided into separate units of accounting, after being evaluated for specific criteria. If the criteria for separation are met, revenue is allocated to the individual units using the relative price method. If the criteria are not met, the elements are treated as one unit of accounting and revenue recognition is delayed until all elements have been delivered. In the case of revenue arrangements containing software, elements are divided into separate units of accounting only when vendor-specific objective evidence has been established. In cases where vendor-specific objective evidence has not been established, undelivered elements are combined into one unit of accounting and are not recognized in revenue until all elements have been delivered.

Estimating Music Publishing Rights and Music Royalty Accruals. We have made estimates of amounts that may be owed related to music royalties for our historical domestic and international music services. Material differences may impact the

amount and timing of our expense for any period if management made different judgments or utilized different estimates. Under copyright law, we may be required to pay licensing fees for digital sound recordings and compositions we have delivered. Copyright law generally does not specify the rate and terms of the licenses, which are determined by voluntary negotiations among the parties or, for certain compulsory licenses where voluntary negotiations are unsuccessful, by arbitration. Our estimates are based on contracted or statutory rates, when established, or management's best estimates based on facts and circumstances regarding the specific music services and agreements in similar geographies or with similar agencies. While we have based our estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, actual results may differ materially from these estimates under different assumptions or conditions.

Estimating Recoverability of Deferred Costs. We defer costs on projects for service revenue and system sales. Deferred costs consist primarily of direct and incremental costs to customize and install systems, as defined in individual customer contracts, including costs to acquire hardware and software from third parties and payroll costs for our employees and other third parties. We recognize such costs as a component of cost of revenue, the timing of which is dependent upon the revenue recognition policy by contract. For revenue recognized under the completed contract method, costs are deferred until the products are delivered, or upon completion of services or, where applicable, customer acceptance. For revenue recognized under the percentage of completion method, costs are recognized as products are delivered or services are provided in accordance with the percentage of completion calculation. For revenue recognized ratably over the term of the contract, costs are recognized ratably over the term of the contract, commencing on the date of revenue recognition. At each balance sheet date, we review deferred costs to ensure they are ultimately recoverable. Any anticipated losses on uncompleted contracts are recognized when evidence indicates the estimated total cost of a contract exceeds its estimated total revenue.

Assessing the recoverability of deferred project costs is based on significant assumptions and estimates, including future revenue and cost of sales. Significant or sustained decreases in revenue or increases in cost of sales in future periods could result in impairments of deferred project costs. We cannot accurately predict the amount and timing of any such impairments. Should the value of deferred project costs become impaired, we would record the appropriate charge, which could have a material adverse effect on our financial condition or results of operations.

Estimating Allowances for Doubtful Accounts and Sales Returns. We make estimates of the uncollectible portion of our accounts receivable. We specifically analyze the age of accounts receivable and historical bad debts, customer credit-worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. Similarly, we make estimates of potential future product returns related to current period revenue. We analyze historical returns, current economic trends, and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns allowance. Significant judgments and estimates are made and used in connection with establishing allowances for doubtful accounts and sales returns. Material differences may result in the amount and timing of our revenue for any period if we were to make different judgments or utilize different estimates or actual future experience was different from the judgments and estimates.

Estimating losses on excess office facilities. We make significant estimates in determining the appropriate amount of accrued loss on excess office facilities, including estimates of sublease income expected to be received. If we make different estimates, our loss on excess office facilities could be significantly different from that recorded, which could have a material impact on our operating results.

Valuation of Equity Method Investments. We use the equity method of accounting for investments in circumstances where we have the ability to exert significant influence, but not control, over an investee or joint venture. We record our percentage interest in the investee's recorded income or loss and changes in the investee's capital under this method, which will increase or decrease the reported value of our investment. See Note 4, Rhapsody Joint Venture, to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this 10-Q, for additional information. We initially record our investment based on a fair value analysis of the investment.

We evaluate impairment of an investment valued under the equity method if events and circumstances warrant. An impairment charge would be recorded if a decline in value of an equity investment below its carrying amount were determined to be other than temporary. In determining if a decline is other than temporary, we consider factors such as the length of time and extent to which the fair value of the investment has been less than the carrying amount of the investee or joint venture, the near-term and longer-term operating and financial prospects of the investee or joint venture and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery.

Valuation of Definite-Lived Assets. Definite-lived assets consist primarily of property, plant and equipment, as well as amortizable intangible assets acquired in business combinations. Definite-lived assets are amortized on a straight line basis over their estimated useful lives. We review definite-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by comparison

of their carrying amount to future undiscounted cash flows the assets are expected to generate. If definite-lived assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the assets exceeds their fair market value.

The impairment analysis of definite-lived assets is based upon estimates and assumptions relating to our future revenue, cash flows, operating expenses, costs of capital and capital purchases. These estimates and assumptions are complex and subject to a significant degree of judgment with respect to certain factors including, but not limited to, the cash flows of our long-term operating plans, market and interest rate risk, and risk-commensurate discount rates and cost of capital. Significant or sustained declines in future revenue or cash flows, or adverse changes in our business climate, among other factors, and their resulting impact on the estimates and assumptions relating to the value of our definite-lived assets could result in the need to perform an impairment analysis in future periods which could result in a significant impairment. While we believe our estimates and assumptions are reasonable, due to their complexity and subjectivity, these estimates and assumptions could vary from period to period. Changes in these estimates and assumptions could materially affect the estimate of future undiscounted cash flows and related fair market values of these assets and result in significant impairments, which could have a material adverse effect on our financial condition or results of operations. For further discussion, please see the risk factor entitled, "Any impairment to our goodwill, and definite-lived assets could result in a significant charge to our earnings" under Item 1A Risk Factors of our 2016 10-K.

Valuation of Goodwill. We test goodwill for impairment on an annual basis, in our fourth quarter, or more frequently if circumstances indicate reporting unit carrying values may exceed their fair values. Circumstances that may indicate a reporting unit's carrying value exceeds its fair value include, but are not limited to: poor economic performance relative to historical or projected future operating results; significant negative industry, economic or company specific trends; changes in the manner of our use of the assets or the plans for our business; and loss of key personnel.

When evaluating goodwill for impairment, based upon our annual test or due to changes in circumstances described above, we first perform a qualitative assessment to determine if the fair value of a reporting unit is more likely than not less than the reporting unit's carrying amount including goodwill. If this assessment indicates it is more likely than not, we then compare the carrying value of the reporting unit to the estimated fair value of the reporting unit. If the carrying value of the reporting unit exceeds the estimated fair value, we then calculate the implied estimated fair value of goodwill for the reporting unit and compare it to the carrying amount of goodwill for the reporting unit. If the carrying amount of goodwill exceeds the implied estimated fair value, an impairment charge to current operations is recorded to reduce the carrying value to implied estimated value.

Significant judgments and estimates are required in determining the reporting units and assessing the fair value of the reporting units. These estimates and assumptions are complex and subject to a significant degree of judgment with respect to certain factors including, but not limited to, the cash flows of long-term operating plans, market and interest rate risk, and risk-commensurate discount rates and cost of capital.

Stock-Based Compensation. Stock-based compensation cost is estimated at the grant date based on the award's fair value and is recognized as expense over the requisite service period, which is the vesting period. For stock options, the fair value is calculated using the Black-Scholes option-pricing model or other appropriate valuation models such as Monte Carlo simulation. The valuation models require various highly judgmental assumptions including volatility in our common stock price and expected option life. If any of the assumptions used in the valuation models change significantly, stock-based compensation expense for new awards may differ materially in the future from the amounts recorded in our consolidated statement of operations. For all awards, we are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting forfeitures.

Accounting for Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred income tax expense and deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities and operating loss and tax credit carryforwards are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and operating loss and tax credit carryforwards are expected to be recovered or settled. We must make assumptions, judgments and estimates to determine the current and deferred provision for income taxes, deferred tax assets and liabilities and any valuation allowance to be recorded against deferred tax assets. Our judgments, assumptions, and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws and possible outcomes of future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation of tax laws and future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

Each reporting period we must periodically assess the likelihood that our deferred tax assets will be recovered from future sources of taxable income, and to the extent that recovery is not more likely than not, a valuation allowance must be established. The establishment of a valuation allowance and increases to such an allowance result in either increases to income tax expense or reduction of income tax benefit in the statement of operations and comprehensive income. In certain instances, changes in the valuation allowance may be allocated directly to the related components of shareholders' equity on the consolidated balance sheet. Factors we consider in making such an assessment include, but are not limited to, past performance and our expectation of future taxable income, macroeconomic conditions and issues facing our industry, existing contracts, our ability to project future results and any appreciation of our investments and other assets.

As of March 31, 2017, \$18.1 million of the \$66.3 million of cash, cash equivalents, and short-term investments was held by our foreign subsidiaries.

As of March 31, 2017, we have not provided for U.S. federal and state income taxes on certain undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. or may be remitted tax-free to the U.S. If these amounts were distributed to the U.S., in the form of dividends or otherwise, RealNetworks could be subject to additional U.S. income and foreign withholding taxes. It is not practicable to determine the foreign withholding and U.S. federal income tax liability or benefit on such earnings due to the timing of such future distributions, the availability of foreign tax credits, and the complexity of the computation if such earnings were not deemed to be permanently reinvested. If future events, including material changes in estimates of cash, working capital, and long-term investment requirements necessitate that these earnings be distributed, an additional provision for U.S. income and foreign withholding taxes may be necessary.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discussion about our market risk involves forward-looking statements. All statements that do not relate to matters of historical fact should be considered forward-looking statements. Actual results could differ materially from those projected in any forward-looking statements.

Interest Rate Risk. Our exposure to interest rate risk from changes in market interest rates relates primarily to our short-term investment portfolio. Our short-term investments consist of investment grade debt securities as specified in our investment policy. Investments in both fixed and floating rate instruments carry a degree of interest rate risk. The fair value of fixed rate securities may be adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Additionally, a declining rate environment creates reinvestment risk because as securities mature the proceeds are reinvested at a lower rate, generating less interest income. See Note 5, Fair Value Measurements, to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this Form 10-Q, for additional information. Due in part to these factors, our future interest income may be adversely impacted due to changes in interest rates. In addition, we may incur losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates. Because we have historically had the ability to hold our short-term investments until maturity, we would not expect our operating results or cash flows to be significantly impacted by a sudden change in market interest rates. There have been no material changes in our investment methodology regarding our cash equivalents and short-term investments during the quarter ended March 31, 2017. Based on our cash, cash equivalents, short-term investments, and restricted cash equivalents as of March 31, 2017, a hypothetical 10% increase/decrease in interest rates would not increase/decrease our annual interest income or cash flows by more than a nominal amount.

Investment Risk. As of March 31, 2017, we had an investment in the voting capital stock of a privately held technology company. See Note 1, Description of Business and Summary of Significant Accounting Policies - *Equity Method Investments*, and Management's Discussion and Analysis of Financial Condition and Results of Operations - *Critical Accounting Policies and Estimates (Valuation of equity method investments)* in our Form 10-K for details on our accounting treatment for this investment, including the analysis of other-than-temporary impairments.

Foreign Currency Risk. We conduct business internationally in several currencies and thus are exposed to adverse movements in foreign currency exchange rates.

Our exposure to foreign exchange rate fluctuations arise in part from: (1) translation of the financial results of foreign subsidiaries into U.S. dollars in consolidation; (2) the remeasurement of non-functional currency assets, liabilities and intercompany balances into U.S. dollars for financial reporting purposes; and (3) non-U.S. dollar denominated sales to foreign customers. We manage a portion of these risks through the use of financial derivatives, but fluctuations could impact our results of operations and financial position.

Where appropriate, we manage foreign currency risk for certain material short-term intercompany balances through the use of foreign currency forward contracts. These contracts require us to exchange currencies at rates agreed upon at the contract's inception. Because the impact of movements in currency exchange rates on forward contracts offsets the related

impact on the short-term intercompany balances, these financial instruments help alleviate the risk that might otherwise result from certain changes in currency exchange rates. We do not designate our foreign exchange forward contracts related to short-term intercompany accounts as hedges and, accordingly, we adjust these instruments to fair value through results of operations. However, we may periodically hedge a portion of our foreign exchange exposures associated with material firmly committed transactions, long-term investments, highly predictable anticipated exposures and net investments in foreign subsidiaries. To the extent we continue to experience adverse economic conditions, our unhedged exposures are impacted by movements in currency exchange rates and we may record losses related to such unhedged exposures in future periods that may have a material adverse effect on our financial condition and results of operations.

Our foreign currency risk management program reduces, but does not entirely eliminate, the impact of currency exchange rate movements.

We have cash balances denominated in foreign currencies which are subject to foreign currency fluctuation risk. The majority of our foreign currency denominated cash is held in Korean won and euros. A hypothetical 10% increase or decrease in the Korean won and euro relative to the U.S. dollar as of March 31, 2017 would not result in a material impact on our financial position, results of operations or cash flows.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based upon that evaluation, our chief executive officer and chief financial officer concluded that, as of March 31, 2017, our disclosure controls and procedures were effective.

(b) Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the first quarter of 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See Note 15 , Commitments and Contingencies , to the unaudited condensed consolidated financial statements included in Item 1 of Part I of this Form 10-Q.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties. Readers should carefully consider the risk factors included in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K (as amended) for the year ended December 31, 2016, which could adversely affect our business or financial condition, including (without limitation) results of operations, liquidity and the trading price of our common stock. There have been no material changes to our risk factors since our Annual Report on Form 10-K for the year ended December 31, 2016. The risks described in our 2016 Form 10-K and in this and other reports filed with the Securities and Exchange Commission are not the only risks facing our company. Additional risks and uncertainties not presently known to us or that we presently deem less significant may also materially adversely affect our business or financial condition.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable

(b) Not applicable

(c) Not applicable

Item 3. Default Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None.

Item 6. Exhibits

See Index to Exhibits below.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 10-Q Report to be signed on its behalf by the undersigned, thereunto duly authorized.

REALNETWORKS, INC.

By: _____ /s/ Marjorie Thomas
Marjorie Thomas
Title: **Senior Vice President, Chief Financial Officer and Treasurer (Principal
Financial and Accounting Officer)**

Dated: May 4, 2017

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
10.1	Offer letter dated March 29, 2017 between RealNetworks, Inc. and Cary Baker
31.1	Certification of Robert Glaser, Chairman and Chief Executive Officer of RealNetworks, Inc., pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Marjorie Thomas, Senior Vice President, Chief Financial Officer and Treasurer of RealNetworks, Inc., pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Robert Glaser, Chairman and Chief Executive Officer of RealNetworks, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Marjorie Thomas, Senior Vice President, Chief Financial Officer and Treasurer of RealNetworks, Inc., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

March 29, 2017

Cary Baker
Via e-mail

Dear Cary,

I am extremely pleased to offer you employment at RealNetworks, Inc. (“Real”, “RealNetworks”, the “Company” or “us”) as Senior Vice President and Chief Financial Officer, reporting directly to me. Your start date as a Senior Vice President at Real will be May 1, 2017. You will officially become the Chief Financial Officer of RealNetworks on May 5, 2017.

This offer is for a full-time, exempt, regular position with RealNetworks at our headquarters location in Seattle, Washington. Your responsibilities will be as directed by RealNetworks commensurate with your title. You will be paid a salary, which is equivalent on an annualized basis to \$325,000.00 (subject to normal withholdings), payable semi-monthly in accordance with our normal payroll procedures. You are eligible to participate in the Executive MBO Plan with an annual target bonus equivalent to 75% of your base salary, or \$243,750.00, for an annual target total cash compensation of \$568,750.00. You will have an opportunity to earn more than your target bonus if you overattain the targets set forth in your Executive MBO Plan. Specific targets will be established by the Compensation Committee of our Board of Directors annually. For the 2017 plan year, your eligibility in the Executive MBO Plan will be pro-rated based on full months’ eligibility. Eligible employees hired after the first of the month will not begin pro-ration of their target bonus until the first day of the next month.

You will be eligible to receive equity awards subject to the terms of the RealNetworks 2005 Stock Incentive Plan (the “Plan”). Subject to and effective upon the commencement of your employment and the approval of the Compensation Committee, you will receive a grant of stock options for the purchase of 200,000 shares of RealNetworks common stock. These options will begin vesting on the first day of your employment and will be subject to all other provisions contained in the Plan and your stock option award agreement. These stock options will fully vest after four years of continuous employment in accordance with Real’s standard vesting practices for new employees (i.e. vesting of 25% after the first 12 months of employment and vesting of 12.5% at the expiration of each successive six months of employment). Your stock options will be granted by the Compensation Committee no later than 20 business days after your employment start date (the “Grant Date”). The exercise price of the stock options granted to you shall be equal to the fair market value of RealNetworks common stock on the Grant Date. Fair market value shall equal the closing price for a share of RealNetworks common stock on the Grant Date as reported by The NASDAQ Stock Market. Please be aware that unvested stock options are forfeited upon termination of employment, except as otherwise provided.

You will receive a sign-on bonus of \$100,000.00, subject to standard withholdings, no later than the second pay date following the commencement of your employment from your start date. The sign-on bonus is subject to repayment by you in full if you voluntarily leave RealNetworks within 12 months of your start date other than for “good reason” (as hereinafter defined).

RealNetworks offers a comprehensive array of employee benefit programs. You will receive paid time off and, upon satisfying plan applicable eligibility or waiting periods, medical/ dental/vision coverage, 401(k) participation, disability and life insurance coverage, employee stock purchase plan participation and other benefits (“Benefits”) as described in the RealNetworks Employee Handbook, Benefit Plan descriptions, and RealNetworks policies. All of the Benefits are subject to change upon notice from RealNetworks.

RealNetworks recognizes that you will temporarily continue to maintain your primary residence in Northern California. For a period of up to 4 months from the start of your employment, RealNetworks will cover your travel between the Bay Area and Seattle as well as housing expenses in Seattle up to a total cap \$25,000.00, inclusive of any applicable taxes, using our designated relocation/housing vendor or a mutually agreed upon provider. As appropriate, this benefit will be reported as taxable income.

Further, in accordance with its relocation policy and guidelines, RealNetworks will provide services directly or reimburse you via our preferred relocation vendor for all your reasonable expenses incurred in connection with relocating to Seattle, Washington no later than September 1, 2017 up to a maximum of \$40,000.00, inclusive of applicable taxes. This relocation benefit shall expire on December 31, 2017. These relocation services, reimbursements, and payments may be reported as taxable income. If you voluntarily leave your employment with RealNetworks within one year of your relocation, (other than for “good reason” as defined on Exhibit A) you will be required to reimburse RealNetworks on a pro-rated basis all relocation expenses incurred by RealNetworks on your behalf. For example, if you voluntarily leave RealNetworks six months after your relocation date (other than for “good reason”), you would be responsible for repayment of 50% of all relocation expenses incurred to date.

You will be regarded as a key employee under certain federal regulations governing family and medical leave. This status will require that you work closely with us in planning should you develop a need for family or medical leave.

In the event that RealNetworks terminates your employment without “cause” or if you terminate your employment for “good reason”, and in consideration for your signing (and not revoking) a customary separation and release agreement to be provided by RealNetworks at the time of termination, RealNetworks will provide you, at its option, with either (a) a lump sum payment equal to 12 months of your then current base salary, or (b) 12 monthly payments of your then current base salary. RealNetworks will also provide you with a pro-rated bonus as described in the paragraph below. Also, RealNetworks will cover your COBRA costs for up to 12 months until the earlier of (a) 12 months or (b) you have another employer covering your health care costs. Such severance benefits are subject to the terms set forth on Exhibit A under the section titled “Release and Section 409A.”

With respect to the pro-rated bonus referenced in the preceding paragraph, it shall be deemed that your bonus for the year in question will be the greater of 30% of base salary or what you have actually earned under the bonus plan, in both cases, pro-rated based on the number of days in the year through your termination date. In addition, you will be paid your full bonus for the year prior to termination even if the termination occurs before the payment date(s) for such bonus.

You agree that in the event you wish to terminate your employment at RealNetworks other than for “good reason,” you will provide us with 90 days written notice and will continue to work fulltime for RealNetworks during that 90 day period unless RealNetworks determines that it does not need your services. You will be paid for any time actually worked.

In addition to the severance benefits offered above, in the event of a “Change in Control” (“CIC”), the Company agrees to provide you certain benefits as set forth in its Change of Control and Severance Agreement to be effective as of your start date, which agreement will be provided under separate cover (the “CIC Agreement”). In the event that your employment terminates in a qualifying termination and subject to the other conditions in the CIC Agreement, you will receive 1.5 times your regular severance plus 1 year accelerated vesting of any unvested, non-performance based stock options.

It is our policy that employees may not use or disclose confidential information or trade secrets obtained from any source or during any prior employment. RealNetworks requires employees to abide by all contractual and legal obligations they may have to prior employers or others, such as limits on disclosure of information or competition. Prior to signing this letter, you must inform us if you are subject to any such obligations that would prevent you from working at RealNetworks in your intended capacity or that would otherwise restrict you in the performance of your services to RealNetworks. Violation of this requirement may result in termination of your employment with RealNetworks. By signing this letter, you further agree that you will not bring to RealNetworks any confidential documents of another, nor disclose any confidential information of another, and that you will comply fully with these requirements.

Our employment relationship will be terminable at will, which means that either you or RealNetworks may terminate your employment at any time and for any reason or no reason, subject only to our respective obligations set forth in this letter agreement. Your right to receive payments described herein are subject to and conditioned upon your signing a valid general and complete release of all claims (except those relating to RealNetworks compensation obligations described under this letter agreement) against RealNetworks (and its related entities and persons) in a form provided by RealNetworks. Notwithstanding anything in the preceding sentence or elsewhere in this letter agreement to the contrary, the release will preserve and not release (1) your rights to indemnification from RealNetworks or its insurers with respect to any claims against you and (2) your rights pursuant to the CIC

Agreement in the event it is later determined that your termination occurred during a Change in Control Period (as defined in the CIC Agreement).

You represent that the execution of this letter agreement, your employment with RealNetworks, and the performance of your proposed duties to RealNetworks will not violate any agreements or obligations you may have to any former employer or third party and you are not subject to any restrictions that would prevent or limit you from carrying out your duties for RealNetworks.

This offer is contingent on (i) your providing evidence of employability as required by federal law (which includes providing RealNetworks within 3 days after your employment commences with acceptable evidence of your identity and US employment eligibility), (ii) our receiving acceptable results from any background check, credit check and/or reference check, and (iii) you signing RealNetworks' Development, Confidentiality and Noncompetition Agreement, attached hereto. You understand and agree to complete a credit, criminal, employment, and educational background check administered by RealNetworks preferred vendor in a timely manner. Further, you understand that any false information, omissions or misrepresentations of facts called for in your application or the completion of any check may result in discharge at any time during your employment.

REALNETWORKS PROVIDES EQUAL OPPORTUNITY IN EMPLOYMENT AND WILL ADMINISTER ITS POLICIES WITH REGARD TO RECRUITMENT, TRAINING, PROMOTION, TRANSFER, DEMOTION, LAYOFF, TERMINATION, COMPENSATION AND BENEFITS WITHOUT REGARD TO RACE, RELIGION, COLOR, NATIONAL ORIGIN, CITIZENSHIP, MARITAL STATUS, SEX, SEXUAL ORIENTATION, AGE, DISABILITY OR STATUS AS A DISABLED VETERAN OR VETERAN OF THE VIETNAM ERA OR ANY OTHER CHARACTERISTIC OR STATUS PROTECTED BY APPLICABLE LAW.

This letter agreement, the Development, Confidentiality and Noncompetition Agreement, the 2005 Stock Incentive Plan, the Change of Control and Severance Agreement, and your stock option award agreements contain the entire agreement between you and RealNetworks relating to your employment and supersede all prior oral and written discussion, agreements and understandings. This letter agreement may not be modified except in writing signed by both you and RealNetworks. Any disputes regarding this letter agreement or your employment with RealNetworks shall be governed by and construed in accordance with the laws of the State of Washington. If any provision of this letter agreement is deemed to be invalid or unenforceable, at RealNetworks option, the remaining terms shall continue in full force and effect.

This offer is valid until April 5, 2017, and subject to final approval of Real's Compensation Committee and completion of checks personal references you have provided us.

We are excited about the prospect of you joining RealNetworks and look forward to working with you. Please let me know if you have questions about this offer.

Sincerely,

/s/ Rob Glaser
Rob Glaser
Chief Executive Officer
RealNetworks, Inc.

I have read and agree to the terms of employment contained in this letter agreement and the attached Development, Confidentiality and Noncompetition Agreement, which represent a full, complete and fair statement of the offer of employment made to me by RealNetworks, Inc.

Cary Baker: /s/ Cary Baker Date: April 2, 2017

Exhibit A*Definition of "Cause"*

For purposes of this Agreement, "cause" will mean the occurrence of any of the following: 1) your conviction of, or plea of nolo contendere to, a felony involving moral turpitude (including under Federal securities laws), resulting in material harm to RealNetworks; (2) your substantial and continuing failure after written notice thereof to render services to RealNetworks in accordance with the terms or requirements of your employment for reasons other than illness or incapacity; (3) your willful misconduct, gross negligence, fraud, embezzlement, theft, willful misrepresentation or dishonesty involving RealNetworks or any of its subsidiaries, resulting in any case in material harm to RealNetworks; or (4) your violation of any confidentiality or non-competition agreements with RealNetworks or its subsidiaries, resulting in material harm to RealNetworks.

Definition of "Good Reason"

For purposes of this Agreement, "good reason" means your resignation within thirty (30) days following the expiration of any Company cure period following the occurrence of one or more of the following, without your written consent:

- (1) A material reduction in your duties, authorities or responsibilities relative to your duties, authorities or responsibilities (provided that the Company ceasing to be a publicly held corporation shall not alone be considered a material reduction); and, for the avoidance of doubt, the sale, spin-off or other divestiture of the Company's Mobile Services, Consumer Media, ICM, Games and/or Rhapsody businesses, will not be considered to be a material reduction in your duties, authorities or responsibilities;
- (2) A material reduction in your annual base compensation, provided that one or more reductions totaling ten percent (10%) or less in any two-year period will not constitute a material reduction under this clause (2), and provided further that one or more reductions totaling more than ten percent (10%) in any two-year period, will constitute a material reduction under this clause (ii);
- (3) A material reduction in your annual target bonus opportunity, provided that one or more reductions totaling twenty five percent (25%) or less in any two-year period, will not constitute a material reduction under this clause (3), and provided further that one or more reductions totaling more than twenty five percent (25%) in any two-year period will constitute a material reduction under this clause (3); and
- (4) A material change in the geographic location at which you must perform services; provided, however, that any requirement of the Company that you be based anywhere within fifty (50) miles from your primary office location as of the date of this Agreement or within fifty (50) miles from your principal residence will not constitute a material change under this clause (4).

You will not resign for "good reason" without first providing the Company with written notice within ninety (90) days of the event that you believe constitutes "good reason" specifically identifying the acts or omissions constituting the grounds for "good reason" and a reasonable cure period of not less than thirty (30) days following the date of such notice.

Release and Section 409A

The receipt of any severance benefits pursuant to this letter agreement will be subject to your signing and not revoking a release of any and all claims, in a reasonable form prescribed by RealNetworks (the "Release") and provided that the Release becomes effective and irrevocable no later than 60 days following the termination date (the "Release Deadline Date"). If the Release does not become effective and irrevocable by the Release Deadline Date, you will forfeit any rights to severance benefits under this letter agreement. No severance benefits will be paid or provided until the Release becomes effective and irrevocable. Upon the Release becoming effective, the salary severance benefit described in this letter agreement will be payable to you in a lump sum without interest on the first payroll date after the Release Deadline Date, but not later than March 15th of the year following the year of your termination of employment, subject to the terms set forth below.

- (i) Notwithstanding anything to the contrary in this letter agreement, no severance pay or benefits to be paid or provided to you, if any, pursuant to this letter agreement that, when considered together with any other severance

payments or separation benefits, are considered deferred compensation under Section 409A of the Internal Revenue Code of 1986, as amended, and the final regulations and any guidance promulgated thereunder (“Section 409A”) (together, the “Deferred Payments”) will be paid or otherwise provided until you have a “separation from service” within the meaning of Section 409A. Similarly, no severance payable to you, if any, pursuant to this letter agreement that otherwise would be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9) will be payable until you have a “separation from service” within the meaning of Section 409A.

(ii) It is intended that none of the severance payments under this letter agreement will constitute Deferred Payments but rather will be exempt from Section 409A as a payment that would fall within the “short-term deferral period” as set forth in Section 1.409A-1(b)(4) of the Treasury Regulations or resulting from an involuntary separation from service pursuant to Section 1.409A-1(b)(9)(iii) of the Treasury Regulations that does not exceed the Section 409A Limit (as defined below). In no event will you have discretion to determine the taxable year of payment of any Deferred Payment. Any severance payments under this letter agreement that would be considered Deferred Payments will be paid on the Release Deadline Date, or if later, such time as required by clause (iii) below. For purposes of this letter agreement, “Section 409A Limit” means two times the lesser of: (A) your annualized compensation based upon the annual rate of pay paid to you during your taxable year preceding your taxable year of your termination of employment as determined under, and with such adjustments as are set forth in, Treasury Regulation 1.409A-1(b)(9)(iii)(A)(1) and any Internal Revenue Service guidance issued with respect thereto; or (B) the maximum amount that may be taken into account under a qualified plan pursuant to Internal Revenue Code Section 401(a)(17) for the year in which your employment is terminated.

(iii) Notwithstanding anything to the contrary in this letter agreement, if you are a “specified employee” within the meaning of Section 409A at the time of your separation from service (other than due to death), then the Deferred Payments, if any, that are payable within the first six months following your separation from service, will become payable on the date that is six months and one day following the date of your separation from service. All subsequent Deferred Payments, if any, will be payable in accordance with the payment schedule applicable to each payment or benefit. Notwithstanding anything herein to the contrary, in the event of your death following your separation from service, but before the six month anniversary of the separation from service, then any payments delayed in accordance with this paragraph will be payable in a lump sum as soon as administratively practicable after the date of your death and all other Deferred Payments will be payable in accordance with the payment schedule applicable to each payment or benefit. Each payment and benefit payable under this letter agreement is intended to constitute a separate payment under Section 1.409A-2(b)(2) of the Treasury Regulations.

(iv) The foregoing provisions are intended to comply with or be exempt from the requirements of Section 409A so that none of the severance payments and benefits to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities herein will be interpreted to so comply or be exempt. RealNetworks and you agree to work together in good faith to consider amendments to this letter agreement and to take such reasonable actions that are necessary, appropriate or desirable to avoid imposition of any additional tax or income recognition before actual payment to you under Section 409A. In no event will RealNetworks reimburse you for any taxes that may be imposed on you as result of Section 409A.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert Glaser, certify that:

1. I have reviewed this report on Form 10-Q of RealNetworks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Robert Glaser

Robert Glaser

Title: Chairman and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Marjorie Thomas, certify that:

1. I have reviewed this report on Form 10-Q of RealNetworks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 4, 2017

/s/ Marjorie Thomas

Marjorie Thomas

Title: Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

I, Robert Glaser, Chairman of the Board of Directors and Chief Executive Officer of RealNetworks, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of RealNetworks, Inc. on Form 10-Q for the fiscal quarter ended March 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of RealNetworks, Inc.

Date: May 4, 2017

By: /s/ Robert Glaser

Name: Robert Glaser

Title: Chairman and Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to RealNetworks, Inc. and will be retained by RealNetworks, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

I, Marjorie Thomas, Senior Vice President, Chief Financial Officer and Treasurer of RealNetworks, Inc., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of RealNetworks, Inc. on Form 10-Q for the fiscal quarter ended March 31, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of RealNetworks, Inc.

Date: May 4, 2017

By: /s/ Marjorie Thomas

Name: Marjorie Thomas

Title: Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to RealNetworks, Inc. and will be retained by RealNetworks, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.