

# REALNETWORKS INC

## **FORM 8-K/A** (Amended Current report filing)

Filed 10/27/17 for the Period Ending 09/19/17

Address	1501 FIRST AVENUE SOUTH SUITE 600 SEATTLE, WA, 98134
Telephone	2066742700
CIK	0001046327
Symbol	RNWK
SIC Code	7371 - Services-Computer Programming Services
Industry	Software
Sector	Technology
Fiscal Year	12/31

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

**FORM 8-K/A**

(Amendment No. 1)

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) September 19, 2017

**RealNetworks, Inc.**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction  
of incorporation)

**000-23137**  
(Commission File Number)

**91-1628146**  
(I.R.S. Employer  
Identification No.)

**1501 First Avenue South, Suite 600**  
**Seattle, Washington 98134**  
(Address of principal executive offices) (Zip code)

**(206) 674-2700**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

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### **Explanatory Note**

This Amendment No. 1 on Form 8-K/A amends the Current Report on Form 8-K of RealNetworks, Inc. (the “Company”) filed on September 21, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the voting results on the matters submitted to a vote of the Company’s shareholders at its Annual Meeting of Shareholders held on September 19, 2017 (the “2017 Annual Meeting”). The purpose of this Amendment is to disclose the Company’s decision regarding how frequently it will conduct future shareholder advisory votes to approve the compensation of the Company’s named executive officers (“Say-on-Pay”). No other changes have been made to the Original Form 8-K.

#### **Item 5.07. Submission of Matters to a Vote of Security Holders**

As previously reported in the Original Form 8-K, in a non-binding advisory vote on the frequency of future Say-on-Pay votes held at the 2017 Annual Meeting, a majority of shareholders that voted on the matter indicated a preference to hold future advisory votes on named executive officer compensation every year.

In light of the results of the advisory vote on the frequency of Say-on-Pay votes, on October 26, 2017 the Company’s Board of Directors determined that the Company will continue to hold an advisory Say-on-Pay vote annually. The Company’s Board of Directors will re-evaluate this determination no later than after the next shareholder advisory vote on the frequency of Say-on-Pay votes.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REALNETWORKS, INC.**

By: /s/ Michael Parham  
Michael Parham  
*Senior Vice President, General Counsel and Corporate Secretary*

Dated: October 27, 2017