

# REALNETWORKS INC

Reported by  
**PATRIZIO WILLIAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

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

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person - * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| <b>Patrizio William</b>                     |  | <b>REALNETWORKS INC [ RNWK ]</b>                  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President, Consumer Media</b> |  |
| (Last) (First) (Middle)                     |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| <b>1501 FIRST AVENUE SOUTH</b>              |  | <b>9/19/2017</b>                                  |  |   |  |
| (Street)                                    |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| <b>SEATTLE, WA 98134</b>                    |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)                        |  |   |  |   |  |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Stock (1)                | 9/19/2017      |                                   | M                         |   | 10000   | A          | \$0.00 | 10000   | D  |   |
| Common Stock (2)                | 9/19/2017      |                                   | F                         |   | 2735  | D          | \$4.61 | 7265  | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Unit Award              | \$0.00 (3)   | 9/19/2017      |                                   | M                         |   | 10000  |     | 9/19/2017                               | 9/19/2017       | Common Stock  | 0                          | \$0.00                                     | 0  | D  |  |

### Explanation of Responses:

- (1) Vested restricted stock units were distributed to the reporting person, without payment, in shares of common stock on a unit-for-share basis.
- (2) Shares deemed surrendered in payment of the tax liability resulting from the vesting of restricted stock units.
- (3) Converts into common stock on a unit-for-share basis on the share distribution date.

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| <b>Patrizio William</b><br><b>1501 FIRST AVENUE SOUTH</b><br><b>SEATTLE, WA 98134</b> |               |           | <b>President, Consumer Media</b> |       |

### Signatures

/s/ Michael M. Parham, attorney-in-fact

9/19/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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