

REALNETWORKS INC
Form 8-K
August 03, 2016

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): August 3, 2016

RealNetworks, Inc.
(Exact name of registrant as specified in its charter)

WASHINGTON 0-23137 91-1628146
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) 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))

Item 2.02. Results of Operations and Financial Condition.

On August 3, 2016, RealNetworks, Inc. announced its financial results for the second quarter ended June 30, 2016.

The full text of the press release is furnished as Exhibit 99.1 hereto.

Furnished as Exhibit 99.2 hereto is additional information regarding non-GAAP financial measures included in certain public disclosures of RealNetworks, including its second quarter 2016 financial results press release.

The information set forth in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 2, 2016, the Board of Directors accepted notice from Michael T. Galgon that he will not stand for re-election as a director at the company’s upcoming annual meeting of shareholders, which is expected to be held on September 19, 2016. His decision was due to his taking on new professional commitments and not due to any disagreement with the company on any matter relating to RealNetworks’ operations, policies or practices. Mr. Galgon is expected to remain on the Board and as a member of the Audit Committee and the Compensation Committee until the 2016 annual meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Pursuant to the rules and regulations of the SEC, the attached exhibits are deemed to have been furnished to, but not filed with, the SEC.

| Exhibit No. | Description |
|----------------|-------------|
|----------------|-------------|

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|------|---|
| 99.1 | Earnings Release of RealNetworks, Inc. dated August 3, 2016 |
|------|---|

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|------|---|
| 99.2 | Information Regarding Non-GAAP Financial Measures |
|------|---|

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-K Report to be signed on its behalf by the undersigned hereunto duly authorized.

REALNETWORKS, INC.

By: / S / Marjorie Thomas
Marjorie Thomas
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Dated: August 3, 2016

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EXHIBIT INDEX

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|-------------------|-------------|
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