

REALNETWORKS INC  
Form DEFA14A  
August 10, 2016

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

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**REALNETWORKS, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- .. Fee paid previously with preliminary materials.
  
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On August 8, 2016, RealNetworks, Inc. (the Company) filed a Definitive Proxy Statement relating to the Annual Meeting of Shareholders of the Company to be held on September 19, 2016 (the Proxy Statement), which contains a proposal submitted to the Company's shareholders to approve amendments to the Company's existing equity plans to permit a one-time voluntary stock option exchange program (the Option Exchange Program). In connection with the Option Exchange Program, the Company is providing herewith, as Exhibit A, the portion of a presentation relating to the Option Exchange Program, which was given to all Company employees at a town hall meeting on August 10, 2016.

**The communication attached as an exhibit hereto does not constitute an offer to holders of eligible options to exchange such options. The Option Exchange Program described in the Proxy Statement has not commenced and will not commence unless shareholders approve the amendments to the Company's existing equity plans to permit the Option Exchange Program. Even if the requisite shareholder approval is obtained, the Company may still decide later not to implement the Option Exchange Program. If the requisite shareholder approval is obtained and the Company determines to implement the Option Exchange Program, the Company will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission upon the commencement of the Option Exchange Program. Persons who may be eligible to participate in the Option Exchange Program are urged to read the Tender Offer Statement on Schedule TO, including the offer to exchange and other related materials, when those materials become available because they will contain important information about the Option Exchange Program. The Company's shareholders are also urged to read the Proxy Statement and any other relevant materials filed with the Securities and Exchange Commission as and when they become available and before making any voting decision regarding the Option Exchange Program, because they will contain important information about the proposal to be voted on by shareholders with respect to the Option Exchange Program. The Company's shareholders and option holders will be able to obtain these written materials and other documents filed by the Company with the Securities and Exchange Commission free of charge from the Company's website at [www.realnetworks.com](http://www.realnetworks.com) or from the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).**

Exhibit A Presentation relating to the Option Exchange Program, given to all Company employees at a town hall meeting on August 10, 2016 (*incorporated by reference from Exhibit 99.1 to the Tender Offer Statement filed by the Company on August 10, 2016*).