

REALNETWORKS INC
Form 8-K
April 27, 2007

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):

April 24, 2007

RealNetworks, Inc.

(Exact name of registrant as specified in its charter)

Washington

0-23137

91-1628146

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2601 Elliott Avenue, Suite 1000, Seattle,
Washington

98121

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(207) 674-2700

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))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 24, 2007, the Board of Directors of RealNetworks, Inc. (the "Company") adopted amendments to Article V, Sections 5.2 and 5.5, and deleted Article V, Section 5.4, of the Company's Amended and Restated Bylaws (the "Bylaws") to allow the shares of the Company's capital stock to be either certificated or uncertificated, or a combination thereof, and to eliminate obsolete provisions relating to the placing of restrictive legends on all certificates representing shares of the Company's capital stock. The amendments to Article V, Sections 5.2 and 5.5, were required in order for the Company to be eligible to participate in the Direct Registration System ("DRS"). Under a new NASDAQ rule approved by the Securities Exchange Commission in late 2006, the Company is required to be "DRS eligible" no later than January 1, 2008. Participation in the DRS will allow the Company's shareholders to establish, either through the Company's transfer agent or a broker dealer, a book entry position on the stock record books of the Company and to electronically transfer shares of the Company's stock without the delivery of physical certificates.

The Bylaws, as amended and restated on April 24, 2007, are filed as an exhibit to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Exhibit Description

3.1 Amended and Restated Bylaws of RealNetworks, Inc. adopted April 24, 2007.

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SIGNATURES

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.

April 27, 2007

By: /s/ Robert Kimball

Name: Robert Kimball

Title: Sr. VP, General Counsel and Corporate Secretary

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| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Amended and Restated Bylaws of RealNetworks, Inc. adopted April 24, 2007. |