

REALNETWORKS INC  
Form 8-K  
October 23, 2012  
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) October 18, 2012

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

|   |                                       |   |
|---|---------------------------------------|---|
| Washington<br>(State or other jurisdiction<br>of incorporation)   | 000-23137<br>(Commission File Number) | 91-1628146<br>(I.R.S. Employer<br>Identification No.) |
| 2601 Elliott Avenue, Suite 1000<br>Seattle, Washington 98121<br>(Address of principal executive offices) (Zip code) |                                       |   |
| (206) 674-2700<br>Registrant's telephone number, including area code  |                                       |   |
| Not Applicable<br>(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 5.07. Submission of Matters to a Vote of Security Holders.

The RealNetworks, Inc. annual meeting of shareholders was held on October 18, 2012. According to the inspector of elections, shareholders present in person or by proxy, representing 31,571,371 shares of RealNetworks common stock (generally entitled to one vote per share), voted on each proposal presented as follows:

Proposal 1 – Election of Directors. The shareholders elected two directors of RealNetworks, each to hold office until the next annual meeting of shareholders or until their successors have been duly elected and qualified (or, if earlier, such director’s removal or resignation from the Board of Directors). Shareholders voted as follows:

|                        | For        | Withheld  | Broker<br>Non-Votes |
|------------------------|------------|-----------|---------------------|
| Nominees               |            |           |                     |
| John E. Cunningham, IV | 26,345,922 | 627,292   | 4,598,157           |
| Robert Glaser          | 25,944,049 | 1,029,165 | 4,598,157           |

Proposal 2 – Advisory Vote on Executive Compensation. The shareholders approved, on an advisory basis, the compensation of RealNetworks’ named executive officers as disclosed in its proxy statement. Shareholders voted as follows:

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 14,509,220 | 12,261,583 | 202,411 | 4,598,157           |

Proposal 3 – Ratification of appointment of independent registered public accounting firm. The shareholders ratified the appointment of KPMG LLP as RealNetworks’ independent registered public accounting firm for the year ending December 31, 2012. Shareholders voted as follows:

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 31,507,824 | 48,365  | 15,182  | 0                   |

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 22, 2012

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