

REALNETWORKS INC

Form 8-K

May 08, 2008

**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): May 8, 2008  
RealNetworks, Inc.  
(Exact name of registrant as specified in its charter)**

**WASHINGTON**  
(State or other jurisdiction  
of incorporation)

**0-23137**  
(Commission File  
Number)

**91-1628146**  
(I.R.S. Employer  
Identification No.)

**2601 Elliott Avenue, Suite 1000  
Seattle, Washington 98121**

(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))
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**Item 2.02. Results of Operations and Financial Condition**

On May 8, 2008, the Company announced via press release the Company's results for its first quarter ended March 31, 2008. A copy of the Company's press release is attached hereto as Exhibit 99.1. The information in Item 2.02 of this Form 8-K is intended to be furnished to the Securities and Exchange Commission. This information shall not be deemed filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the Exchange Act), 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 filing.

**Item 8.01. Other Events**

On May 8, 2008, the Company announced that its Board of Directors has approved a \$50 million share repurchase program. Under the program, the Company is authorized to repurchase up to \$50 million of outstanding shares of common stock from time to time, depending on market conditions, share price and other factors. Repurchases may be made in the open market or through private transactions, in accordance with SEC requirements. The Company may enter into a Rule 10(b)5-1 plan designed to facilitate the repurchase of all or a portion of the repurchase amount. The repurchase program does not require Real to acquire a specific number of shares and may be terminated under certain conditions.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Pursuant to the rules and regulations of the Securities and Exchange Commission, the attached exhibit is deemed to have been furnished to, but not filed with, the Securities and Exchange Commission:

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Press Release issued by RealNetworks, Inc. dated May 8, 2008.
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**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/ Robert Kimball  
Robert Kimball  
*Senior Vice President, Legal and Business  
Affairs, General Counsel and Corporate  
Secretary*

Dated: May 8, 2008

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1

Press Release issued by RealNetworks, Inc. dated May 8, 2008.