

REALNETWORKS INC  
Form 8-K  
February 24, 2015

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

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FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) February 24, 2015

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.) |
|---|---------------------------------------|---|

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

On February 18, 2015, the Compensation Committee of the Board of Directors of RealNetworks, Inc. approved the 2015 Executive MBO Plan, effective for the first six months of 2015 and applicable to the executive officers of RealNetworks excluding the chief executive officer. The Compensation Committee will administer this plan, which is pursuant to the RealNetworks 2005 Stock Incentive Plan, as amended and restated.

Payouts under the 2015 Executive MBO Plan will be determined by our Compensation Committee and will be based 80% on company and/or divisional financial performance and 20% on individual performance. Financial performance will be measured by the achievement of specific financial goals related to revenue (weighted at 60% of total performance) and adjusted EBITDA (weighted at 20% of total performance). Adjusted EBITDA is a non-GAAP measure that we define as operating income (loss) including other income (expense) net, but excluding depreciation and amortization; acquisition-related intangible asset amortization; stock-based compensation; restructuring and other charges; lease exit and related charges; and extinguishment of liability.

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             |
|-------------|-------------------------|
| 10.1        | 2015 Executive MBO Plan |

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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/ Marjorie O. Thomas  
Marjorie O. Thomas  
Senior Vice President, Chief Financial Officer and Treasurer

Dated: February 24, 2015

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EXHIBIT INDEX

| Exhibit No. | Description             |
|-------------|-------------------------|
| 10.1        | 2015 Executive MBO Plan |