

REALNETWORKS INC  
Form SC 13G/A  
January 30, 2017

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 13G/A**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 2)\***

RealNetworks, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

75605L708  
(CUSIP Number)

December 31, 2016  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13G/A2**

**CUSIP No. 75605L708 Page 2 of 5 Pages**

**NAME OF REPORTING PERSON**

**1**

Lloyd I.  
Miller, III

**CHECK THE APPROPRIATE**

**2**

**BOX IF A (a)**   
**MEMBER OF A GROUP\***

**(b)**

**3**

**SEC USE ONLY**

**4**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

**NUMBER OF SHARES**

**5 SOLE VOTING POWER**  
3,469,214

**BENEFICIALLY**

**6 SHARED VOTING POWER**  
159,543

**OWNED BY**

**7 SOLE DISPOSITIVE POWER**  
3,469,214

**EACH**

**REPORTING**

**PERSON**

**8 SHARED DISPOSITIVE POWER**  
159,543

**WITH**

**9**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

3,628,757

<b>10</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>	<b>o</b>
<b>11</b>	<b>9.8%<sup>1</sup> TYPE OF REPORTING PERSON</b>	
<b>12</b>	<b>IN-OO**</b>	

\*\* See Item 4.

<sup>1</sup> The percentage reported in this Schedule 13G/A is based upon 36,971,291 shares of Common Stock outstanding according to the Form 10-Q filed by the Issuer on November 4, 2016.

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- Item 1(a). Name of Issuer: RealNetworks, Inc.
- Item 1(b). Address of Issuers' Principal Executive Offices: 1501 First Avenue South  
Suite 600  
Seattle, Washington 98134
- Item 2(a). Name of Person Filing: Lloyd I. Miller, III
- Item 2(b). Address of Principal Business Office or, if None, Residence: 3300 South Dixie Highway  
Suite 1-365  
West Palm Beach, Florida 33405
- Item 2(c). Citizenship: U.S.A.
- Item 2(d). Title of Class of Securities: Common Shares
- Item 2(e). CUSIP Number: 75605L708
- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:  
Not Applicable, this statement is filed pursuant to 13d-1(c)  
OWNERSHIP: Mr. Miller has sole voting and dispositive power with respect to 3,469,214 of the reported securities as (i) manager of a limited liability company that is the adviser to certain trusts, (ii) manager of a limited liability company that is the general partner of certain limited partnerships, (iii) trustee for certain generation skipping trusts, (iv) managing member of a limited liability company, (v) manager of a limited liability company that is the manager of a limited liability company, (vi) manager of certain limited liability companies, (vii) settlor of an individual retirement account, and (viii) an individual. Mr. Miller has shared voting and dispositive power with respect to 159,543 of the reported securities as (i) co-trustee for a certain generation skipping trust, (ii) co-trustee of certain trusts, (iii) authorized agent of a certain brokerage account, and (iv) an advisor to the trustee of a certain trust.  
(a) 3,628,757  
(b) 9.8%  
(c) (i) sole voting power: 3,469,214  
(ii) shared voting power: 159,543  
(iii) sole dispositive power: 3,469,214  
(iv) shared dispositive power: 159,543
- Item 4. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
Not Applicable
- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
Not Applicable

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- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:  
Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.
- Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:  
Not Applicable
- Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:  
Not Applicable
- Item 9. NOTICE OF DISSOLUTION OF GROUP:  
Not Applicable
- Item 10. CERTIFICATION:  
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 30, 2017 /s/ Lloyd I. Miller, III  
Lloyd I. Miller, III