

REALNETWORKS INC
Form 8-K
September 14, 2006

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**

September 12, 2006

Date of Report (date of earliest event reported)

REALNETWORKS, INC.

(Exact name of Registrant as specified in its charter)

Washington

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

0-23137

(Commission File Number)

91-1628146

**(I.R.S. Employer
Identification Number)**

2601 Elliott Avenue, Suite 1000

Seattle, Washington 98121

(Address of principal executive offices)

(206) 674-2700

(Registrant's telephone number, including area code)

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 1.01. Entry into a Material Definitive Agreement

On September 12, 2006, RealNetworks, Inc. (Real) entered into a Combination Agreement (the Agreement) by and among Real, RN International Holdings B.V. (Offering Subsidiary), a subsidiary of Real, and WiderThan Co., Ltd. (WiderThan) pursuant to which the Offering Subsidiary will offer to acquire all of the outstanding common stock and American Depositary Shares (ADSs) of WiderThan in an all-cash tender offer for \$17.05 per share.

The tender offer is subject to various closing conditions and is expected to be completed during the first quarter of 2007.

The holders of approximately 44% of WiderThan s outstanding capital stock have agreed to support the transaction and to tender their shares in the tender offer, subject to the terms of their voting and tender agreements.

A copy of the Agreement is attached hereto as Exhibit 2.1. Exhibit 2.1 is filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and therefore may be incorporated by reference into filings made under the Securities Act of 1933, as amended (the Securities Act).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
Number**

Description

2.1	Combination Agreement dated as of September 12, 2006, by and among Real, Offering Subsidiary and WiderThan (filed herewith).
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THIS FILING IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SECURITIES. THE SOLICITATION AND THE OFFER TO BUY WIDER THAN COMMON SHARES AND AMERICAN DEPOSITARY SHARES WILL ONLY BE MADE PURSUANT TO AN OFFER TO PURCHASE AND RELATED MATERIALS THAT REAL INTENDS TO FILE WITH THE SECURITIES AND EXCHANGE COMMISSION. WIDER THAN STOCKHOLDERS AND OTHER INVESTORS SHOULD READ THE TENDER OFFER STATEMENT, THE OFFER TO PURCHASE AND RELATED MATERIALS CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER. ONCE FILED, WIDER THAN STOCKHOLDERS AND OTHER INVESTORS WILL BE ABLE TO OBTAIN COPIES OF THE TENDER OFFER STATEMENT ON SCHEDULE TO , THE OFFER TO PURCHASE AND RELATED DOCUMENTS WITHOUT CHARGE FROM THE SECURITIES AND EXCHANGE COMMISSION THROUGH THE COMMISSION S WEB SITE AT WWW.SEC.GOV.

Forward-looking statements

This filing contains forward-looking statements that involve risks, uncertainties and assumptions. If such risks or uncertainties materialize or such assumptions prove incorrect, the results of Real and its consolidated subsidiaries could differ materially from those expressed or implied by such forward-looking statements and assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including the expected benefits and costs of the transaction; management plans relating to the transaction; the anticipated timing of filings and approvals relating to the acquisition; the expected timing of the completion of the transaction; the ability to complete the transaction considering the various closing conditions, including those conditions related to regulatory matters; any projections of earnings, revenues, synergies, accretion, margins or other financial items; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration plans; any statements of expectation or belief; and any statements of assumptions underlying any of the foregoing. Risks, uncertainties and assumptions include the possibility that expected benefits may not materialize as expected; risks related to the timing or ultimate completion of the transaction; that, prior to the completion of the transaction, either party s business may not perform as expected due to uncertainty; that the parties are unable to successfully implement integration strategies; and other risks that are described from time to time in Real s and Wider Than s Securities and Exchange Commission reports.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REALNETWORKS, INC.

Date: September 14, 2006

By: /s/ *MICHAEL R. EGGERS*

Name Michael R. Eggers

Title Senior Vice President, Chief
Financial Officer and Treasurer

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EXHIBIT INDEX

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