VOLITIONRX LTD
Form POS AM
June 12, 2015

As filed with the Securities and Exchange Commission on June 11, 2015

Registration Number 333-195213

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-1

ON

FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

VOLITIONRX LIMITED
(Exact name of registrant as specified in its charter)

Delaware	**2835**	**91-1949078**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

1 Scotts Road
#24-05 Shaw Centre
Singapore 228208
Telephone: +1 (646) 650-1351
Facsimile: +32 8172 5651
(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Agents and Corporations, Inc.
1201 Orange Street, Suite 600
Wilmington, DE 19899
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy of correspondence to:

Marc G. Alcser, Esq.

Christopher M. Piazza, Esq.

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660 Newport Center Drive, Suite 1600

Newport Beach, California 92660

949-725-4000

From time to time after this Registration Statement becomes effective.
(*Approximate date of commencement of proposed sale to the public*)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: .

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: X .

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. .

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. .

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. .

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. .

Large accelerated filer .	Accelerated filer .
Non-accelerated filer . (Do not check if a smaller reporting company)	Smaller reporting company X .

THE REGISTRANT HEREBY AMENDS THIS POST-EFFECTIVE AMENDMENT TO THE REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

Explanatory Note

This registration statement on Form S-3 constitutes a post-effective amendment to our registration statement on Form S-1 (Registration No. 333-195213). The Form S-1 was declared effective on April 25, 2014. We are filing this post-effective amendment on Form S-3 for the purpose of converting the registration statement on Form S-1 into a Registration Statement on Form S-3 because we are eligible to use Form S-3. This registration statement on Form S-3 contains an updated prospectus relating to the offering and sale of the shares that were registered for resale on the registration statement on Form S-1.

All filing fees payable in connection with the registration of the shares registered by the registration statement on Form S-1 were paid by the registrant at the time of the initial filing of such registration statement. **No additional securities are registered hereby.**

The information in this prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell securities and it is not soliciting an offer to buy these securities in any state or jurisdiction where the offer to sell or buy is not permitted.

PROSPECTUS

Subject to completion, dated June 11, 2015

VOLITIONRX LIMITED

1 Scotts Road

#24-05 Shaw Centre

Singapore 228208

+1 (646) 650-1351

SHARES OF COMMON STOCK

This prospectus covers the resale by our selling stockholders (the Selling Stockholders) of: (i) up to 1,500,000 shares (the Purchased Shares) of common stock previously issued at a price of $2.00 per share in connection with a private placement that closed on February 26, 2014 (the Private Placement); (ii) up to 1,500,000 shares (the Investor Warrant Shares) of common stock issuable upon the exercise of outstanding investor s warrants (the Investor Warrants) at an exercise price of $2.20 that were previously issued in connection with the Private Placement; (iii) up to 30,975 shares, comprised of (x) 24,600 shares (the Lake Street Warrant Shares) of common stock issuable upon the exercise of outstanding warrants (the Lake Street Placement Warrants) at an exercise price of $2.20 that were issued to Lake Street Capital Markets, LLC pursuant to an engagement agreement dated November 19, 2013 and (y) up to 6,375 shares (the Davis Warrant Shares, and together with the Lake Street Warrant Shares, the Placement Warrant Shares) of common stock issuable upon the exercise of outstanding warrants (the Davis Placement Warrants, and together with the Lake Street Warrants, the Placement Warrants) at an exercise price of $2.20 that were issued to Christopher Davis pursuant to an engagement agreement with Founding Asset Management Limited dated February 10, 2014; and (iv) up to 29,750 shares (the GVC Warrant Shares) of common stock issuable upon the exercise of outstanding warrants (the GVC Warrants) at an exercise price of $2.00 that were initially issued to GVC Capital, LLC pursuant to a placement agent agreement dated April 10, 2013. The Investor Warrants, Placement Warrants, and GVC Warrants are referred to collectively as the Warrants and the Investor Warrant Shares, Placement Warrant Shares, and GVC Warrant Shares issuable under the Warrants are referred to collectively as the Warrant Shares .

We are not selling any shares of our common stock in this offering and, as a result, we will not receive any proceeds from the sale of the common stock covered by this prospectus. All of the net proceeds from the sale of our common stock will go to the Selling Stockholders. Upon exercise of Warrants, however, we will receive proceeds from the exercise of such Warrants. Any proceeds received from the exercise of such Warrants will be used for general working capital and other corporate purposes.

The Selling Stockholders may sell common stock from time to time at prices established on the NYSE MKT (NYSE MKT) or as negotiated in private transactions, or as otherwise described under the heading Plan of Distribution. The common stock may be sold directly or through agents or broker-dealers acting as agents on behalf of the Selling Stockholders. The Selling Stockholders may engage brokers, dealers or agents who may receive commissions or discounts from the Selling Stockholders. We will pay all the expenses incident to the registration of the shares; however, we will not pay for sales commissions or other expenses applicable to the sale of our common stock registered hereunder.

VolitionRx Limited is a development stage company and currently has limited operations. Any investment in the shares offered herein involves a high degree of risk. You should only purchase shares if you can afford a loss of your investment. Our independent registered public accountant has issued an audit opinion for VolitionRx Limited, which includes a statement expressing substantial doubt as to our ability to continue as a going concern.

Our common stock is currently quoted on the NYSE MKT under the symbol VNRX . On June 10, 2015, the closing price of our common stock was $3.95 per share.

THE PURCHASE OF THE SECURITIES OFFERED THROUGH THIS PROSPECTUS INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD CAREFULLY READ THIS ENTIRE PROSPECTUS, INCLUDING THE SECTION ENTITLED RISK FACTORS BEGINNING ON PAGE 1 HEREOF BEFORE BUYING ANY SHARES OF VOLITIONRX LIMITED S COMMON STOCK.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is [______________].

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This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the SEC or the Commission). You should only rely on the information contained or incorporated by reference in this prospectus or to which we have referred you. We have not authorized anyone to provide you with information or to make any representation on our behalf that is different from that contained or incorporated by reference in this prospectus. You should not rely on any unauthorized information or representation. This prospectus relates to the resale from time to time of shares of our common stock, $0.001 par value per share, which are held by the Selling Stockholders under the circumstances and in states or jurisdictions where it is lawful to do so. The information in this prospectus and in any document incorporated by reference in this prospectus is accurate only as of the date hereof and thereof, regardless of the date of delivery of this prospectus or of any sales of these securities. Our business, financial condition, results of operations, cash flows and prospects may have changed since the date of this prospectus or of any document incorporated by reference in this prospectus. This prospectus may be used only in states or jurisdictions where it is legal to sell these securities. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of the securities and the distribution of this prospectus outside the United States. We are not making any representation to you regarding the legality of an investment in the securities offered hereby under applicable law. You should consult with your own legal advisors as to the legal, tax, business, financial and related aspect of a purchase of such securities.

Unless we state otherwise or the context indicates otherwise, references to the Company , VolitionRx , we , us , and in this prospectus refer to VolitionRx Limited and its subsidiaries. Our fiscal year ends on December 31 of each calendar year. Nucleosomics®, NuQ® and HyperGenomics® and their respective logos are trademarks and/or service marks of VolitionRx Limited and its subsidiaries. All other trademarks, service marks and trade names referred to in this prospectus are the property of their respective owners.

THE COMPANY

We are a clinical stage life sciences company focused on developing blood-based diagnostic tests that meet the need for accurate, fast, inexpensive and scalable tests for detecting and diagnosing cancer and other diseases. We have developed twenty blood assays to date that can be used individually or in combination to generate a profile which forms the basis of a blood test for a particular cancer or disease. We intend to commercialize our products in the future through various channels within the European Union, the United States and eventually throughout the rest of the world.

We do not anticipate earning significant revenues until such time as we are able to fully market our intended products on the clinical in-vitro diagnostics, or IVD, market. For this reason, our auditors stated in their report on our most recent audited financial statements that our losses and negative cash flow from operations raise substantial doubt that we will be able to continue as a going concern without further financing. Our ability to continue as a going concern is dependent upon our ability to successfully accomplish our plan of operations described herein, obtain financing and eventually attain profitable operations.

We are a Delaware corporation. Our executive offices are located at 1 Scotts Road, #24-05 Shaw Centre, Singapore 228208, and our telephone number is +1 (646) 650-1351. We maintain a website at *www.volitionrx.com*. The information contained on our website is not incorporated by reference into this prospectus. We have included our website address only as an inactive textual reference and do not intend it to be an active link to our website.

RISK FACTORS

Your investment in our securities involves a high degree of risk. You should carefully read and consider the risks set forth under the caption Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and any updates in our subsequent Quarterly Reports on Form 10-Q, which are incorporated by reference in this prospectus, and all of the other information appearing in this prospectus or incorporated by reference in this prospectus, in light of your particular investment objectives and financial circumstances.

If any of the events described actually occur, or if additional risks and uncertainties not presently known to us or that we currently deem immaterial, materialize, then our business, financial condition, cash flows, and operating results could be materially adversely affected. As a result, the trading price of our common stock and the value of the securities offered could decline, and you could lose a part or all of your investment.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). All statements other than statements of historical fact contained in this prospectus, including statements regarding estimates, future events, our future financial performance, business strategy and plans and objectives of management for future operations, including with respect to us specifically and the cancer diagnostics industry in general, are forward-looking statements. We have attempted to identify estimates and forward-looking statements by terminology including anticipates, believes, can, continu could, estimates, expects, intends, may, plans, potential, predicts, should, or will or the nega other comparable terminology. Although we do not make estimates or forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. Our estimates and forward-looking statements are based on our current assumptions and expectations about future events and trends, which affect or may affect our business, strategy, operations or financial performance. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, which may cause our or our industry s actual results, levels of activity, performance or achievements to vary from those expressed or implied by these estimates and forward-looking statements.

Factors that could cause or contribute to such differences in results and outcomes include, but are not limited to, those discussed under the section entitled Risk Factors in this prospectus and in any documents incorporated by reference herein. Readers should carefully review this information as well as other risks and uncertainties described in other filings with the SEC that we may make after the filing date of this prospectus.

Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time and it is not possible for us to predict all risk factors, nor can we address the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause our actual results to differ materially from those contained in any estimates or forward-looking statements. All estimates and forward-looking statements speak only as of the date they were made, and, except to the extent required by applicable law or regulation, we undertake no obligation to update or to review any estimate and/or forward-looking statement. In light of these risks and uncertainties, we cannot assure you that the estimates or forward-looking statements contained in this prospectus will in fact occur. You should not place undue reliance on these estimates and forward-looking statements.

USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of common stock by the Selling Stockholders covered by this prospectus. All proceeds from the sale of shares of common stock offered under this prospectus will be for the account of the Selling Stockholders as described below in the sections entitled Selling Stockholders and Plan of Distribution. We have agreed to bear the expenses relating to the registration of the common stock for the Selling Stockholders.

To the extent the Selling Stockholders exercise the Warrants, we would receive proceeds from the exercise of the Warrants. The Warrants may expire without having been exercised. Even if some or all of these Warrants are exercised, we cannot predict when they will be exercised and when we would receive the proceeds. We intend to use any proceeds we receive upon exercise of the warrants for general working capital and other corporate purposes.

DILUTION

The Selling Stockholders are offering for resale up to 1,500,000 shares of common stock and 1,560,725 Warrant Shares of common stock issuable upon the exercise of the outstanding Warrants. The resale of the current outstanding shares of common stock under this prospectus will not dilute the ownership interests of existing stockholders. To the extent the Warrants are exercised, existing stockholders will experience dilution to their ownership interests in the Company.

SELLING STOCKHOLDERS

This prospectus covers the resale from time to time by the Selling Stockholders in the table below of:

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1,500,000 shares of common stock and 1,500,000 shares of common stock underlying the Investor Warrants issued to the purchasers in the Private Placement;

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30,975 shares of common stock underlying the Placement Warrants; and

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29,750 shares of common stock underlying the GVC Warrants.

Pursuant to the Registration Rights Agreement executed in connection with the Private Placement, we filed with the SEC a registration statement on Form S-1, under the Securities Act of 1933, as amended, or the Securities Act, to register these resales. The Form S-1 was declared effective on April 25, 2014. We are filing this post-effective amendment on Form S-3 for the purposes of (i) converting the registration statement on Form S-1 into a registration statement on Form S-3 because we are eligible to use Form S-3 and (ii) providing an updated prospectus relating to these previously registered resales on Form S-1. The Selling Stockholders identified in the table below may from time to time offer and sell under this prospectus any or all of the shares of our common stock described under the column Shares to be Offered in the table below.

The table below has been prepared based upon the information furnished to us by the Selling Stockholders. The Selling Stockholders identified below may have sold, transferred or otherwise disposed of some or all of their shares since the date on which the information in the following table is presented in transactions exempt from or not subject to the registration requirements of the Securities Act. Information concerning the Selling Stockholders may change from time to time and, if necessary, we will amend or supplement this prospectus accordingly.

Any Selling Stockholders who are affiliates of broker-dealers and any participating broker-dealers are deemed to be underwriters within the meaning of the Securities Act, and any commissions or discounts given to any such Selling Stockholder or broker-dealer may be regarded as underwriting commissions or discounts under the Securities Act. The Selling Stockholders have informed us that they do not have any agreement or understanding, directly or indirectly, with any person to distribute their shares of common stock.

The following table sets forth the name of each Selling Stockholder and the number of shares of our common stock beneficially owned by the stockholder before this offering. The number of shares disclosed in the table below as beneficially owned are those beneficially owned as determined under the rules of the SEC. Such information is not necessarily indicative of ownership for any other purpose. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. In computing the number of shares beneficially owned by a Selling Stockholder and the percentage of ownership of that Selling Stockholder, shares underlying options or warrants (including the Warrants issued in the Private Placement) held by that Selling Stockholder that are convertible or exercisable, as the case may be, within 60 days of April 11, 2014 are included. Those shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other Selling Stockholder.

Name of Selling Stockholder	Position, Office or Other Material Relationship	Shares Beneficially Owned Prior to the Offering (1)	Shares to be Offered	Shares Beneficially Owned After the Offering (2)	Percentage Beneficially Owned after the Offering (3)
ACT Capital Partners, L.P. (4)		250,000	250,000	0	0.00%
Ahava Investment Capital LP (5)		100,000	100,000	0	0.00%
Annette Helen Williams		35,000	10,000	25,000	0.17%
Christopher Forte		25,000	25,000	0	0.00%
Christopher S. Davis	Placement Agent	56,375	56,375	0	0.00%
Cleopatra Trading Ltd (6)		23,573	15,000	8,573	0.06%
Clive Caunter		50,000	50,000	0	0.00%
Cotterford Company Limited (7)		1,423,818	120,500	1,303,318	8.77%
Dale John Micallef		2,500	2,500	0	0.00%
David R. Morgan		50,000	50,000	0	0.00%
DEB Investments Ltd (8)		141,526	50,000	91,526	0.62%
Donald H. Gage		50,000	10,000	40,000	0.27%
Fariba Shojaee-Moradi		22,000	22,000	0	0.00%
Farshid Kolahi Zonoozi	-	22,858	10,000	12,858	0.09%
George Kafkarkou		25,000	25,000	0	0.00%
Goh Wee Gee		20,000	10,000	10,000	0.07%
GVC Partners, LLC (9)		5,950	5,950	0	0.00%
Han Kyaik Juan		63,416	40,000	23,416	0.16%
Hemant Agrawal		10,000	10,000	0	0.00%
Jacob Vincent Micallef (10)	Jake Micallef is a Director and Science Executive of Belgian Volition	269,746	20,000	249,746	1.68%
James E. Besser		200,000	200,000	0	0.00%
Jeb Partners, L.P. (11)		600,000	600,000	0	0.00%
Jonathan Sieff		25,000	25,000	0	0.00%
Kevin T. Charos		25,000	25,000	0	0.00%
Kristi M. Newman		11,000	10,000	1,000	0.01%
Lake Street Capital (12) Markets, LLC	Placement Agent	24,600	24,600	0	0.00%
Lawrence Groo		50,000	50,000	0	0.00%
Leslie D. Manley Trust (13)		10,000	10,000	0	0.00%
Lynne Christine Micallef		2,500	2,500	0	0.00%
Manchester Explorer, L.P. (14)		200,000	200,000	0	0.00%
Mark Edward Eccleston . (15)	Science Executive of Hypergenomics Pte Limited	254,318	20,000	234,318	1.58%
MJF Pension Trustees Limited and Dr Farshid Kolahi Zonoozi (16)		52,858	40,000	12,858	0.09%
MZ Invest Pte. Ltd. (17)		370,000	370,000	0	0.00%

Neil Cataldi		25,000	25,000	0	0.00%
Peter Sykes		50,000	50,000	0	0.00%
Pinnacle 18, LLLP (18)		40,000	40,000	0	0.00%
Rachita Kumar		10,000	10,000	0	0.00%
Ralph Douglas Terrell		100,000	100,000	0	0.00%
Richard Huebner		30,450	20,450	10,000	0.07%
Rosen Investment Fund, LLC (19)		50,000	50,000	0	0.00%
Rosty Raykov		25,000	25,000	0	0.00%
Saeid Mokhtassi		14,000	14,000	0	0.00%
Sean Marconi		25,000	25,000	0	0.00%
Siamack Shojaee-Moradi		3,000	3,000	0	0.00%
Stephen Micallef		3,000	3,000	0	0.00%
Steve Bathgate		375	375	0	0.00%
Tariq Masood		100,000	100,000	0	0.00%
Thomas Dominic Bygott	Sales and Marketing Director of Singapore Volition Pte Ltd	22,500	2,500	20,000	0.13%
Ulster Overseas Limited (20)		50,000	50,000	0	0.00%
US Firangi Trust (21)		59,512	15,000	44,512	0.30%
Vicki Barone		2,975	2,975	0	0.00%
Walter E. Schoenfeld		50,000	50,000	0	0.00%
Xiaomei Liang		15,000	15,000	0	0.00%

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(1)

Beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Act, and includes any shares as to which the Selling Stockholder has sole or shared voting power or investment power, and also any shares which the Selling Stockholder has the right to acquire within 60 days of April 11, 2014, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The indication herein that shares are beneficially owned is not an admission on the part of the stockholder that it is a direct or indirect beneficial owner of those shares. This table includes the Warrant Shares as part of the Selling Stockholder s beneficial ownership prior to the offering. Except as indicated in the footnotes to the table above, each Selling Stockholder has voting and investment power with respect to the shares set forth opposite such Selling Stockholder s name.

(2)

This table assumes that each Selling Stockholder will sell all shares offered for sale by it under this registration statement.

(3)

Percentages are based upon 14,868,661 shares of our common stock outstanding as of April 11, 2014, assuming full exercise of the Warrants held by the Selling Stockholders outstanding on that date (and excluding all other shares issuable upon exercise of outstanding options and warrants).

(4)

Amir L. Ecker and Carol G Frankenfield have voting and dispositive control over the common shares beneficially owned by ACT Capital Partners, L.P.

(5)

Menachem Kranz has voting and dispositive control over the common shares beneficially owned by Ahava Investment Capital LP.

(6)

Farshid Kolahi Zonoozi has voting and dispositive control over the common shares beneficially owned by Cleopatra Trading Limited.

(7)

Jack Murphy has voting and dispositive control over the common shares beneficially owned by Cotterford Company Limited.

(8)

Elli Lerner has voting and dispositive control over the common shares beneficially owned by DEB Investments Ltd.

(9)

Vicki Barone has voting and dispositive control over the common shares beneficially owned by GVC Partners, LLC.

(10)

Jake Micallef has a controlling interest in Borlaug Limited and as such has voting and dispositive control over the common shares beneficially owned by Borlaug Limited.

(11)

James E. Besser has voting and dispositive control over the common shares beneficially owned by Jeb Partners, L.P.

(12)

Thomas C. Callum, Jr. has voting and dispositive control over the common shares beneficially owned by Lake Street Capital Markets, LLC.

(13)

Leslie D. Manley has voting and dispositive control over the common shares beneficially owned by Leslie D. Manley Trust.

(14)

James E. Besser has voting and dispositive control over the common shares beneficially owned by Manchester Explorer, L.P.

(15)

Mark Eccleston has a controlling interest in OncoLytika Limited and as such has voting and dispositive control over the common shares beneficially owned by OncoLytika Limited.

(16)

Michael J. Field is one of various individuals having authority to act for MJF Pension Trustees Limited, each of whom together with Dr. Farshid K. Zonoozi have voting and dispositive control over the common stock beneficially owned by MJF Pension Trustees Limited and Dr. Farshid Kolahi Zonoozi, and as such may be deemed to have voting and dispositive control over the common stock beneficially owned by MJF Pension Trustees Limited and Dr. Farshid Kolahi Zonoozi.

(17)

Matthias Zimmermann has voting and dispositive control over the common shares beneficially owned by MZ Invest Pte. Ltd.

(18)

Menachem Kranz has voting and dispositive control over the common shares beneficially owned by Pinnacle 18, LLLP.

(19)

Menachem Kranz has voting and dispositive control over the common shares beneficially owned by Rosen Investment Fund, LLC.

(20)

Dieter Kindlimann and Mrs. Patricia Healy have voting and dispositive control over the common shares beneficially owned by Ulster Overseas Limited.

(21)

Rahul Harkawat has voting and dispositive control over the common shares beneficially owned by US Firangi Trust.

PLAN OF DISTRIBUTION

The Selling Stockholders, which as used herein includes donees, pledgees, transferees or other successors-in-interest selling shares of common stock or interests in shares of common stock received after the date of this prospectus from a Selling Stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their shares of common stock or interests in shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices.

The Selling Stockholders may use any one or more of the following methods when disposing of shares or interests therein:

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ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

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block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;

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purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

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an exchange distribution in accordance with the rules of the applicable exchange;

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privately negotiated transactions;

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short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;

.

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;

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broker-dealers may agree with the Selling Stockholders to sell a specified number of such shares at a stipulated price per share;

·

a combination of any such methods of sale; and

·

any other method permitted by applicable law.

The Selling Stockholders may, from time to time, pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock, from time to time, under this prospectus, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of Selling Stockholders to include the pledgee, transferee or other successors in interest as Selling Stockholders under this prospectus. The Selling Stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

In connection with the sale of our common stock or interests therein, the Selling Stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The Selling Stockholders may also sell shares of our common stock short and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The Selling Stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The aggregate proceeds to the Selling Stockholders from the sale of the common stock offered by them will be the purchase price of the common stock less discounts or commissions, if any. Each of the Selling Stockholders reserves the right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering. Upon any exercise of the warrants by payment of cash, however, we will receive the exercise price of the warrants.

The Selling Stockholders also may resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act of 1933, provided that they meet the criteria and conform to the requirements of that rule.

The Selling Stockholders and any underwriters, broker-dealers or agents that participate in the sale of the common stock or interests therein may be "underwriters" within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. Selling Stockholders who are "underwriters" within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

To the extent required, the shares of our common stock to be sold, the names of the Selling Stockholders, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In order to comply with the securities laws of some states, if applicable, the common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

We have advised the Selling Stockholders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the Selling Stockholders and their affiliates. In addition, to the extent applicable we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the Selling Stockholders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The Selling Stockholders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

We have agreed to indemnify the Selling Stockholders against liabilities, including liabilities under the Securities Act and state securities laws, relating to the registration of the shares offered by this prospectus.

We have agreed to pay all expenses of the registration of the shares of common stock registered pursuant to the registration statement, of which this prospectus forms a part, including, without limitation, SEC filing fees and expenses of compliance with state securities or Blue Sky laws; provided, however, the Selling Stockholders will pay all selling commissions, concessions and discounts, and other amounts payable to the underwriters, dealers or agents, if any, as well as transfer taxes and certain other expenses associated with the sale of the shares of common stock.

We have agreed with the Selling Stockholders to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (1) such time as all of the shares covered by this prospectus have been disposed of pursuant to and in accordance with the registration statement or (2) the date on which all of the shares may be sold without restriction pursuant to Rule 144 of the Securities Act.

There can be no assurance that the Selling Stockholders will sell any or all of the shares of common stock registered pursuant to the registration statement, of which this prospectus forms a part.

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LEGAL MATTERS

The validity of the shares sold by us under this prospectus will be passed upon for us by Stradling Yocca Carlson & Rauth, P.C., Newport Beach, California.

EXPERTS

The consolidated financial statements of VolitionRx Limited as of December 31, 2014 and 2013 and for each of the years in the two-year period ended December 31, 2014 have been incorporated by reference herein and in the registration statement in reliance upon the reports of Sadler, Gibb and Associates, LLC, our independent registered public accountant, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing. The report of Sadler, Gibb and Associates, LLC dated March 18, 2015 notes that our losses and negative cash flow from operations raise substantial doubt that we will be able to continue as a going concern without further financing.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed a registration statement on Form S-3 with the SEC relating to the securities offered by this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement and the exhibits thereto. We have omitted parts of the registration statement, as permitted by the rules and regulations of the SEC. Statements contained in this prospectus as to the contents of any contract or other document that is filed as an exhibit to the registration statement are not necessarily complete and each such statement is qualified in all respects by reference to the full text of such contract or document. For further information with respect to us and the common stock, reference is hereby made to the registration statement and the exhibits thereto.

We are subject to the information and periodic reporting requirements of the Exchange Act, and in accordance therewith file periodic reports, current reports, proxy statements and other information with the SEC. Such periodic reports, current reports, proxy statements, other information and a copy of the registration statement relating to the securities offered by this prospectus may be inspected by anyone without charge and copies of these materials may be obtained upon the payment of the fees prescribed by the SEC, at the Public Reference Room maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The registration statement relating to the securities offered by this prospectus and the periodic reports, current reports, proxy statements and other information filed by us are also available to the public through the SEC s website at http://www.sec.gov and through our website at http://www.volitionrx.com.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus the information in documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information in this prospectus updates (and, to the extent of any conflict, supersedes) information incorporated by reference that we have filed with the SEC prior to the date of this prospectus. **You should read the information incorporated by reference because it is an important part of this prospectus.**

We incorporate by reference the documents listed below (SEC File No. 001-36833), excluding any portions of any Current Report on Form 8-K that are not deemed filed pursuant to the General Instructions of Form 8-K:

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Our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on March 18, 2015;

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Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015, filed with the SEC on May 12, 2015;

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Current Reports on Form 8-K filed with the SEC on January 2, 2015 and February 6, 2015; and

.

The description of our common stock in our Registration Statement on Form 8-A, filed with the SEC on February 3, 2015, including any amendment or reports filed for the purpose of updating such description.

We also incorporate by reference any future filings we will make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (other than filings or portions of filings that are furnished under applicable SEC rules rather than filed), including those made after the date of filing of the initial registration statement of which this prospectus is a part and prior to its effectiveness, until we file a post-effective amendment that indicates the termination of the offering of the securities made by this prospectus. Information in such future filings updates and supplements the information provided in this prospectus. Any statements in any such future filings will automatically be deemed to modify and supersede any information in any document we previously filed with the SEC that is incorporated or deemed incorporated herein by reference to the extent that statements in the later filed document modify or replace such earlier statements.

We hereby undertake to provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon written or oral request, a copy of any or all documents that are incorporated by reference into this prospectus, but not delivered with the prospectus, other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the documents that this prospectus incorporates. To request such materials, please contact Mr. Rodney Rootsaert, our Corporate Secretary at c/o Corporate Secretary, VolitionRx Limited, 1 Scotts Road, #24-05 Shaw Centre, Singapore, 228208, by email at notice@volitionrx.com, or by facsimile at +32 8172 5651. These documents are also available free of charge through the Investors section on our website at http://www.volitionrx.com as soon as practicable after such materials have been electronically filed with, or furnished to, the SEC.

PROSPECTUS

3,060,725 SHARES OF COMMON STOCK

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth all costs and expenses, other than underwriting discounts and commissions, to be paid in connection with the sale of the securities being registered hereunder, all of which will be paid by us. All of the amounts shown are estimates except for the SEC registration fee.

SEC registration fee	$ 1,056.51
Legal fees and expenses	$ 125,000.00
Transfer Agent and Registrar fees and expenses	$ 1,000.00
Accounting fees and expenses	$ 1,500.00
Miscellaneous expenses	$ 1,000.00
Total	$ 129,556.51

Item 14. Indemnification of Directors and Officers

Indemnification Provisions of the Company s Certificate of Incorporation

A.

The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B.

The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C.

To the extent that a director, officer, employee, or agent of the Company has been successful on the merits or otherwise in defe">16,817 $29,180 $35,232

Service revenue

51,302 66,935 103,310 135,821

$65,526 $83,752 $132,490 $171,053

(B) Components of cost of revenue:

License fees	$2,645	$4,800	$5,917	$10,046
Service revenue	23,317	25,866	47,472	52,686

$25,962	$30,666	$53,389	$62,732

See accompanying notes to unaudited condensed consolidated financial statements.

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REALNETWORKS, INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cash flows from operating activities:		
Net income (loss)	$ 63,982	$ (19,154)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	8,162	8,116
Stock-based compensation	4,065	6,129
Equity in net loss of Rhapsody	2,482	4,299
Excess tax benefit from stock option exercises	0	(57)
Deferred income taxes, net	22,496	(351)
Gain on sale of patent and other technology assets, net of costs	(116,353)	0
Gain on sale of equity and other investments, net	(3,078)	0
Realized translation gain	(1,611)	0
Other	(79)	147
Net change in certain operating assets and liabilities:		
Trade accounts receivable	2,691	3,661
Prepaid expenses and other assets	(1,144)	7,837
Accounts payable	4,013	(10,593)
Accrued and other liabilities	(3,067)	(5,524)
Net cash provided by (used in) operating activities	(17,441)	(5,490)
Cash flows from investing activities:		
Purchases of equipment, software, and leasehold improvements	(4,989)	(3,134)
Proceeds from sale of patents and other technology assets, net of costs	116,353	0
Proceeds from sale of equity and other investments	4,165	0
Purchases of short-term investments	(18,637)	(54,844)
Proceeds from sales and maturities of short-term investments	13,970	62,005
Decrease (increase) in restricted cash equivalents and investments, net	(5)	(141)
Payment of acquisition costs, net of cash acquired	0	(2,888)
Net cash provided by (used in) investing activities	110,857	998
Cash flows from financing activities:		
Proceeds from issuance of common stock (stock options and stock purchase plan)	1,221	1,610
Tax payments from shares withheld upon vesting of restricted stock	(884)	0
Excess tax benefit from stock option exercises	0	57
Net cash provided by (used in) financing activities	337	1,667
Effect of exchange rate changes on cash and cash equivalents	(546)	3,537
Net increase (decrease) in cash and cash equivalents	93,207	712
Cash and cash equivalents, beginning of period	106,333	236,018
Cash and cash equivalents, end of period	$ 199,540	$ 236,730

Supplemental disclosure of cash flow information:		
Cash received from income tax refunds	$ 149	$ 3,534
Cash paid for income taxes	$ 1,575	$ 3,459
Non-cash investing activities:		
Increase (decrease) in accrued purchases of equipment, software, and leasehold improvements	$ 1,189	$ 0

See accompanying notes to unaudited condensed consolidated financial statements.

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REALNETWORKS, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Quarters and Six Months Ended June 30, 2012 and 2011

Note 1. Description of Business and Summary of Significant Accounting Policies

Description of Business. RealNetworks, Inc. and subsidiaries is a leading global provider of network-delivered digital media applications and services that make it easy to manage, play and share digital media. The Company also develops and markets software products and services that enable the creation, distribution and consumption of digital media, including audio and video.

Inherent in the Company s business are various risks and uncertainties, including limited history of certain of its product and service offerings. The Company s success will depend on the acceptance of the Company s technology, products and services and the ability to generate related revenue.

In this Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (10-Q or Report), RealNetworks, Inc. and subsidiaries is referred to as RealNetworks , the Company , we , us , or our .

Basis of Presentation. The unaudited condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements reflect all adjustments, consisting only of normal, recurring adjustments that, in the opinion of the Company s management, are necessary for a fair presentation of the results of operations for the periods presented. Operating results for the quarter and six months ended June 30, 2012 are not necessarily indicative of the results that may be expected for any subsequent period or for the year ending December 31, 2012. Certain information and disclosures normally included in financial statements prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (SEC).

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2011 (the 10-K).

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In addition, current economic conditions may require the use of additional estimates, and certain estimates we make are subject to a greater degree of uncertainty as a result of the current economic conditions.

Reclassifications. Certain reclassifications have been made to the 2011 consolidated financial statements to conform to the 2012 presentation.

Accumulated Other Comprehensive Income (Loss). The components of accumulated other comprehensive income (loss) consisted of unrealized gains (losses) on marketable securities and foreign currency translation gains (losses), net of applicable tax, as follows (in thousands):

	June 30, 2012	December 31, 2011
Unrealized gains on investments, net of taxes	$ 23,751	$ 27,318
Foreign currency translation adjustments	(54,438)	(52,202)
Accumulated other comprehensive income (loss)	$ (30,687)	$ (24,884)

In the quarter ended March 31, 2012, we liquidated an investment in one of our foreign entities and recorded a pre-tax gain of $1.6 million in Other income (expense), net, in the consolidated statement of operations upon the release of the same amount of cumulative foreign exchange translation gain from accumulated other comprehensive income (loss) on the balance sheet.

In the quarter ended June 30, 2012 we realized a pre-tax gain of $2.1 million in the consolidated statement of operations related to the sale of a portion of the equity shares we hold in LoEn Entertainment, Inc., with the same amount reclassified from accumulated other comprehensive income (loss) on the balance sheet. For more information see Note 5, Fair Value Measurements.

Sale of Patents and Other Technology Assets to Intel Corporation. On April 5, 2012, RealNetworks completed the sale of certain patents, patent applications and related rights held by us, and certain of our assets relating to our next generation video codec technologies to Intel Corporation (Intel) pursuant to an Asset Purchase Agreement (the Asset Purchase Agreement), dated as of

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January 26, 2012, between the Company and Intel. In accordance with the Asset Purchase Agreement, Intel acquired the assets for a cash purchase price of $120.0 million. In addition, pursuant to the license agreement, dated as of January 26, 2012 (the License Agreement), between Intel and the Company, as of April 5, 2012, Intel granted us a non-exclusive, royalty-free, fully paid up, irrevocable (except as set forth in the License Agreement) and worldwide license (without the right to grant sublicenses) to use the patent assets we sold to Intel in connection with our businesses. The transferability of the License Agreement is limited in the event of a change of control or character of the Company, as set forth in the License Agreement.

The entire $120.0 million of cash proceeds we received, net of certain direct costs incurred, is presented as a gain on our statement of operations in the quarter ending June 30, 2012, since the patent assets and other technology had a net book value of zero. The gain recognized of $117.9 million in the quarter ended June 30, 2012 was net of related direct costs for the sale transaction of $2.1 million incurred in the quarter. The gain recognized for the six months ended June 30, 2012 of $116.4 million is net of the related cumulative direct costs of $3.6 million incurred during the six month period.

Note 2. Recent Accounting Pronouncements

With the exception of the item discussed below, there have been no recent accounting pronouncements or changes in accounting pronouncements during the six months ended June 30, 2012, to be implemented as compared to the recent accounting pronouncements described in the 10-K that are of significance or potential significance to RealNetworks.

In September 2011, the FASB issued new guidance related to testing goodwill for impairment, which permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The new guidance became effective for our first quarter of 2012 and did not have a material effect on our consolidated financial statements.

Note 3. Stock-Based Compensation

Total stock-based compensation expense recognized was as follows (in thousands):

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Total stock-based compensation expense	$ 1,722	$ 2,676	$ 4,065	$ 6,129

The fair value of options granted determined using the Black-Scholes model used the following weighted-average assumptions:

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Expected dividend yield	0%	0%	0%	0%
Risk-free interest rate	0.55%	1.57%	0.65%	1.73%
Expected life (years)	3.8	4.0	3.8	4.0
Volatility	58%	54%	58%	54%

No stock-based compensation was capitalized as part of the cost of an asset as of June 30, 2012 or December 31, 2011. As of June 30, 2012, we had $13.1 million of total unrecognized compensation cost, net of estimated forfeitures, related to stock options and restricted stock. The unrecognized compensation cost is expected to be recognized over a weighted-average period of approximately 3 years.

Note 4. Rhapsody Joint Venture

RealNetworks initially formed in 2007 a joint venture with MTV Networks, a division of Viacom International Inc. (MTVN), to own and operate a business-to-consumer digital audio music service known as Rhapsody. Prior to March 31, 2010, we held a 51% interest in Rhapsody and MTVN owned the remaining 49%. On March 31, 2010, restructuring transactions involving Rhapsody were completed, and as a result, effective March 31, 2010 RealNetworks owned approximately 47% of Rhapsody. Subsequent to the restructuring transaction, the operating results of Rhapsody have been accounted for under the equity method of accounting for investments, and our proportionate share of the income or loss is recognized as a component of Other income (expenses), net in the statements of operations. As of June 30, 2012 we owned approximately 45% of Rhapsody. RealNetworks continues to provide certain operational transition services to Rhapsody. These transition services are expected to be completed during 2012.

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We recorded our share of losses in the operations of Rhapsody of $2.1 million and $2.5 million for the quarter and six months ended June 30, 2012, respectively. Our share of losses in the operations of Rhapsody for the quarter and six months ended June 30, 2011 were $1.0 million and $4.3 million, respectively. The carrying value of our Rhapsody investment was $5.1 million as of June 30, 2012.

Summarized financial operating information for Rhapsody, which represents 100% of their financial information (in thousands):

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	**2011**	**2012**	**2011**
Net revenue	$ 37,809	$ 30,985	$ 72,979	$ 63,472
Gross profit	9,879	9,793	19,491	19,238
Net loss	(4,537)	(2,165)	(5,607)	(9,146)

Note 5. Fair Value Measurements

We measure certain financial assets at fair value on a recurring basis, including cash equivalents, short-term investments, and equity investments of publicly traded companies. The fair value of these financial assets was determined based on three levels of inputs:

Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active

Level 3: Unobservable inputs that reflect our own assumptions

Items Measured at Fair Value on a Recurring Basis

The following table presents information about our financial assets that have been measured at fair value on a recurring basis as of June 30, 2012 and December 31, 2011, and indicates the fair value hierarchy of the valuation inputs utilized to determine such fair value (in thousands).

		Fair Value Measurements as of June 30, 2012		
	Total	**Level 1**	**Level 2**	**Level 3**
Cash equivalents:				
Money market funds	$ 14,052	$ 0	$ 14,052	$ 0
Corporate notes and bonds	80,025	0	80,025	0
Short-term investments:				
Corporate notes and bonds	46,264	0	46,264	0
U.S. government agency securities	37,142	33,538	3,604	0
Restricted cash equivalents and investments	10,174	10,174	0	0
Equity investments in publicly traded securities	32,296	32,296	0	0
Total	$ 219,953	$ 76,008	$ 143,945	$ 0

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	Fair Value Measurements as of December 31, 2011			
	Total	Level 1	Level 2	Level 3
Cash equivalents:				
Money market funds	$ 6,544	$ 0	$ 6,544	$ 0
Corporate notes and bonds	20,697	0	20,697	0
Short-term investments:				
Corporate notes and bonds	39,254	0	39,254	0
U.S. government agency securities	39,485	34,881	4,604	0
Restricted cash equivalents and investments	10,168	10,168	0	0
Equity investments in publicly traded securities	37,204	37,204	0	0
Total	$ 153,352	$ 82,253	$ 71,099	$ 0

Our equity investments in publicly traded companies consisted of J-Stream Inc., a Japanese media services company, and LoEn Entertainment, Inc., a Korean digital music distribution company. These equity investments are accounted for as available for sale. The aggregate cost basis of these securities totaled $9.5 million as of June 30, 2012 and $10.8 million at December 31, 2011. In the quarter ended June 30, 2012 we sold a portion of the LoEn shares we hold, resulting in cash proceeds of $3.3 million and a pre-tax gain of $2.1 million.

Items Measured at Fair Value on a Non-recurring Basis

Certain of our assets and liabilities are measured at estimated fair value on a non-recurring basis. These instruments are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment). During the six months ended June 30, 2012 and 2011, we did not record any impairments on those assets required to be measured at fair value on a non-recurring basis.

Note 6. Cash, Cash Equivalents, Short-Term Investments, Restricted Cash Equivalents and Investments

Cash and cash equivalents, short-term investments, and restricted cash equivalents and investments as of June 30, 2012, consisted of the following (in thousands):

	Amortized Cost	Estimated Fair Value
Cash and cash equivalents:		
Cash	$ 105,463	$ 105,463
Money market mutual funds	14,052	14,052
Corporate notes and bonds	80,025	80,025
Total cash and cash equivalents	199,540	199,540
Short-term investments:		
Corporate notes and bonds	46,207	46,264
U.S. government agency securities	37,108	37,142
Total short-term investments	83,315	83,406
Total cash, cash equivalents and short-term investments	$ 282,855	$ 282,946
Restricted cash equivalents and investments	$ 10,174	$ 10,174

Cash and cash equivalents, short-term investments, and restricted cash equivalents and investments as of December 31, 2011 consisted of the following (in thousands):

	Amortized Cost	Estimated Fair Value
Cash and cash equivalents:		
Cash	$ 79,092	$ 79,092
Money market mutual funds	6,544	6,544
Corporate notes and bonds	20,697	20,697
Total cash and cash equivalents	106,333	106,333

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	Amortized Cost	Estimated Fair Value
Short-term investments:		
Corporate notes and bonds	39,309	39,254
U.S. Government agency securities	39,413	39,485
Total short-term investments	78,722	78,739
Total cash, cash equivalents, and short-term investments	$ 185,055	$ 185,072
Restricted cash equivalents and investments	$ 10,168	$ 10,168

As of June 30, 2012, and December 31, 2011, restricted cash equivalents and investments represented cash equivalents and short-term investments pledged as collateral against a letter of credit in connection with lease agreements.

Realized gains or losses on sales of short-term investment securities for the quarters and six months ended June 30, 2012 and 2011 were not significant. Gross unrealized gains and gross unrealized losses on short-term investment securities as of June 30, 2012 and December 31, 2011 were not significant.

Investments with remaining contractual maturities of five years or less are classified as short-term based on their highly liquid nature and because such marketable securities represent the investment of cash that is available for current operations. The contractual maturities of short-term investments as of June 30, 2012, were as follows (in thousands):

	Estimated Fair Value
Within one year	$ 60,430
Between one year and five years	22,976
Total short-term investments	$ 83,406

Note 7. Allowance for Doubtful Accounts Receivable and Sales Returns

Activity in the allowance for doubtful accounts receivable and sales returns was as follows (in thousands):

	Allowance For	
	Doubtful Accounts Receivable	Sales Returns
Balances, December 31, 2011	$ 1,445	$ 668
Addition (reduction) to allowance	(27)	170
Amounts written off	(176)	(136)
Foreign currency translation	(5)	(0)
Balances, June 30, 2012	$ 1,237	$ 702

No customers accounted for 10% or more of trade accounts receivable as of June 30, 2012. As of December 31, 2011, one customer accounted for 17% of trade accounts receivable. No one customer accounted for more than 10% of total revenue during the quarters and six months ended June 30, 2012 and 2011.

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Note 8. Other Intangible Assets

Other intangible assets consisted of the following (in thousands):

	Gross Amount	Accumulated Amortization	Net
Customer relationships	$ 29,667	$ 26,035	$ 3,632
Developed technology	28,916	27,556	1,360
Patents, trademarks and tradenames	4,971	4,963	8
Service contracts and other	6,168	6,118	50
Total other intangible assets, June 30, 2012	$ 69,722	$ 64,672	$ 5,050
Total other intangible assets, December 31, 2011	$ 69,631	$ 62,462	$ 7,169

Note 9. Goodwill

Changes in goodwill were as follows (in thousands):

Balance, December 31, 2011	$ 6,198
Effects of foreign currency translation	(10)
Balance, June 30, 2012	$ 6,188

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Goodwill by the Company s segments was as follows (in thousands):

	June 30, 2012
Core products	$ 768
Emerging products	580
Games	4,840
Total goodwill	$ 6,188

Note 10. Accrued and Other Liabilities

Accrued and other liabilities consisted of (in thousands):

	June 30, 2012	December 31, 2011
Royalties and other fulfillment costs	$ 25,122	$ 26,651
Employee compensation, commissions and benefits	12,045	12,698
Sales, VAT and other taxes payable	10,575	11,389
Deferred tax liabilities current	4,058	232
Other	11,253	8,224
Total accrued and other liabilities	$ 63,053	$ 59,194

Note 11. Loss on Excess Office Facilities

RealNetworks had a business and operational reorganization which led to the reduction in use of office space in the corporate headquarters in Seattle, Washington and one other location. As a result, in 2010 losses were recognized representing rent and contractual operating expenses over the remaining life of the leases, and related write-downs of leasehold improvements to their estimated fair value. We regularly evaluate the market for office space. If the market for such space changes further in future periods, we may have to revise our estimates which may result in future gains or losses on excess office facilities.

Changes to the accrued loss on excess office facilities were as follows (in thousands):

Accrued loss December 31, 2011	$ 2,747
Less amounts paid, net of sublease income	(618)
Sublease income estimate revision	0
Accrued loss June 30, 2012	2,129
Less current portion	(593)
Accrued loss, non-current portion	$ 1,536

Note 12. Income Taxes

As of June 30, 2012, there have been no material changes to RealNetworks uncertain tax positions disclosures as provided in Note 14 of the 10-K. We currently anticipate the closure of foreign and domestic income tax examinations in the next twelve months that may decrease our total unrecognized tax benefits by an amount up to $13.4 million as a result of the successful defense of our positions, the settlement and payment of a liability, or a combination thereof. Additionally, we anticipate that our total unrecognized tax benefits may increase by an amount up to $2.7 million as a result of a potential transfer pricing change.

We file numerous consolidated and separate income tax returns in the United States including federal, state and local, as well as foreign jurisdictions. With few exceptions, we are no longer subject to United States federal income tax examinations for tax years before 2008 or state, local, or foreign income tax examinations for years before 1993. RealNetworks, Inc. and/or subsidiaries are under audit by the United States federal government, various states, and foreign jurisdictions for certain tax years subsequent to 1993.

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Note 13. Earnings Per Share

Basic net income (loss) per share (EPS) is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income (loss) by the weighted average number of common and potentially dilutive common shares outstanding during the period. Basic and diluted EPS were calculated as follows (in thousands, except per share amounts):

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net income (loss) available to common shareholders	$ 80,997	$ (6,849)	$ 63,982	$ (19,154)
Weighted average common shares outstanding used to compute basic EPS	34,752	34,135	34,620	34,067
Dilutive effect of stock based awards	148	0	294	0
Weighted average common shares outstanding used to compute diluted EPS	34,900	34,135	34,914	34,067
Basic EPS	$ 2.33	$ (0.20)	$ 1.85	$ (0.56)
Diluted EPS	$ 2.32	$ (0.20)	$ 1.83	$ (0.56)

During the quarter and six months ended June 30, 2012, 5.7 million and 5.8 million shares of common stock, respectively, of potentially issuable shares from stock awards were excluded from the calculation of diluted EPS because of their antidilutive effect.

During the quarter and six months ended June 30, 2011, 4.0 million and 4.1 million shares of common stock, respectively, of potentially issuable shares from stock awards were excluded from the calculation of diluted EPS because of their antidilutive effect.

Note 14. Commitments and Contingencies

Litigation. On July 3, 2012, a lawsuit was filed against us by VoiceAge Corporation in the Supreme Court of the State of New York. VoiceAge asserts that we have breached our payment obligations under the terms of a patent license agreement between us and VoiceAge in respect of distribution of specified codec technology and is seeking a material amount of damages. We have moved to remove the proceedings to New York federal court. We dispute VoiceAge s allegations and the magnitude of the claimed damages, but we are unable to provide a meaningful quantification of the potential impact of the final resolution of this litigation on our future consolidated financial statements.

On May 24, 2012, a putative class action lawsuit was filed against us in Illinois federal court by an individual consumer subscriber to one of our subscription products. The lawsuit asserts that certain online marketing practices of our marketing affiliates violate federal and state laws. We have moved to dismiss the lawsuit and to compel arbitration of the plaintiff s claim or, in the alternative, to transfer the case to Seattle, Washington. We dispute the substance of plaintiff s allegations. We are unable to provide a meaningful quantification of the potential impact of the final resolution of this litigation on our future consolidated financial statements.

On November 1, 2011, a lawsuit was filed by Callertone Innovations, LLC (Callertone) against MetroPCS Wireless, Inc. and MetroPCS Communications, Inc., (collectively, MetroPCS) in the U.S. District Court for the District of Delaware alleging that MetroPCS infringes Callertone s patents by providing ringback tone services. We agreed to indemnify MetroPCS against the claims based on an indemnity that is claimed to be owed by us. The complaint was served on MetroPCS on January 14, 2012, and we filed our answer on April 9, 2012. We dispute the plaintiff s allegations regarding both the validity of its patents and its claims of infringement against MetroPCS. We are unable to provide a meaningful quantification of the potential impact of the final resolution of this litigation on our future consolidated financial statements.

On October 28, 2011, a lawsuit was filed by Callertone Innovations, LLC (Callertone) against T-Mobile USA, Inc. (T-Mobile) in the U.S. District Court for the District of Delaware alleging that T-Mobile infringes Callertone s patents by providing ringback tone services. We agreed to indemnify T-Mobile against the claims based on an indemnity that is claimed to be owed by us. The complaint was served on T-Mobile on January 16, 2012, and we filed our answer on April 9, 2012. We dispute the plaintiff s allegations regarding both the validity of its patents and its claims of infringement against T-Mobile. We are unable to provide a meaningful quantification of the potential impact of the final resolution of this litigation on our future consolidated financial statements.

In July 2010, the Washington State Office of the Attorney General (Washington AG) sent a letter referencing complaints from consumers relating to RealNetworks various consumer products since 2005. On May 24, 2012, we resolved the Washington AG investigation through the entry of a Consent Decree filed in King County, Washington Superior Court. The Consent Decree provides for injunctive relief related to certain consumer marketing practices, for consumer restitution of up to $2.0 million, and for payment of the Washington AG s costs and attorneys fees in the amount of $0.4 million. The Consent Decree resolves with prejudice all issues raised by the Washington AG in the Complaint filed in the matter. We had accrued an estimated loss totaling $2.4 million for this matter in the quarter ended March 31, 2012.

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On April 25, 2007, a lawsuit was filed by Greenville Communications, LLC in Greenville, Mississippi against a number of cell phone carriers, including our partners T-Mobile USA, Inc. and Alltel Corporation, alleging that they infringe its patents by providing ringback tone services. We agreed to indemnify T-Mobile and Alltel against the claims based on an indemnity that is claimed to be owed by us. On August 27, 2007, our motion to transfer this matter to the U.S. District Court for the District of New Jersey was granted. The parties briefed claim construction, but the case was subsequently stayed pending reexamination of the patents at issue. On December 10, 2009, the U.S. Patent and Trademark Office issued notice of its intent to issue reexamination certificates for the patents in suit. The District Court lifted the stay on the litigation on January 29, 2010 and discovery has resumed. On September 28, 2011, the District Court held a claims construction hearing, and on May 10, 2012, the District Court issued a ruling that was favorable to us and the other defendants. On or about August 8, 2012, the parties filed a stipulation with the District Court that, based on the District Court s claims construction order, there is no infringement. We expect the stipulation filing to result in the District Court entering a judgment of non-infringement in favor of the defendants. Greenville has the right to appeal the claims construction order and the judgment. Until we know whether Greenville will appeal, we are unable to provide a meaningful quantification of the potential impact of the final resolution of this litigation on our future consolidated financial statements.

From time to time we are, and expect to continue to be, subject to legal proceedings, governmental investigations and claims in the ordinary course of business, including employment claims, contract-related claims, and claims of alleged infringement of third-party patents, trademarks and other intellectual property rights. These claims, including those described above, even if not meritorious, could force us to spend significant financial and managerial resources. We are not aware of any other legal proceedings or claims that we believe will have, individually or taken together, a material adverse effect on our business, prospects, financial condition or results of operations. However, we may incur substantial expenses in defending against third-party claims. In addition, given the broad distribution of some of our consumer products, any individual claim related to those products could give rise to liabilities that may be material to us. In the event of a determination adverse to us, we may incur substantial monetary liability, and/or be required to change our business practices. Either of these could have a material adverse effect on our consolidated financial statements.

Note 15. Guarantees

In the ordinary course of business, RealNetworks is subject to potential obligations for standard indemnification and warranty provisions that are contained within many of our customer license and service agreements, as described below.

Warranty provisions contained within our customer license and service agreements are generally consistent with those prevalent in our industry. The duration of our product warranties generally does not exceed 90 days following delivery of our products. Nearly all of our carrier contracts obligate us to indemnify our carrier customer for certain liabilities that may be incurred by them. Historically, we have not incurred significant obligations under our warranty provisions or associated with the carrier indemnification obligations. Accordingly, we do not maintain accruals for warranty-related obligations or for potential customer indemnification.

As discussed in Note 1, Description of Business and Summary of Significant Accounting Policies, we sold certain patents and other technology assets to Intel pursuant to the Asset Purchase Agreement. Pursuant to the Asset Purchase Agreement, we have specific obligations to indemnify Intel for breaches of the representations and warranties we made, and covenants we agreed to, in the Asset Purchase Agreement and for certain potential future intellectual property infringement claims brought by a third party against Intel. The amount of any potential liabilities related to our indemnification obligations will not be determined until a claim has been made, but the Asset Purchase Agreement provides that we will indemnify Intel up to the amount of the purchase price we received in the sale.

Note 16. Segment Information

We have three reportable segments: (1) Core Products, which includes financial results from existing and future software as a service offerings of ringback tones, ringtones, music on demand, video on demand, storefront services and inter-carrier messaging; systems integration and professional services; Helix software and licenses for handsets; SuperPass; and the Company s international radio subscriptions; (2) Emerging Products, which includes financial results from RealPlayer, including distribution of third-party products, advertising and other revenue, and new products and services that will be introduced over time for consumers or enterprise customers; and (3) Games, which includes all games-related financial results, including game sales, subscriptions services, syndication services, advertising-supported games, and mobile and social games.

Corporate overhead expenses, including but not limited to finance, legal, stock compensation and headquarters facilities are reported in the aggregate as Corporate expenses and are not reflected in segment results for the business segments described in the preceding paragraph. Corporate amounts in 2012 also include the gain on sale of patent and other technology assets, net of costs. Only direct business segment expenses, such as research and development, marketing and certain other business shared services are reflected in the associated business segment results.

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RealNetworks reports three reportable segments based on factors such as how we manage our operations and how our Chief Operating Decision Maker reviews results. Our Chief Operating Decision Maker is considered to be the CEO Staff (CEOS), which includes the interim Chief Executive Officer, Chief Financial Officer, Executive Vice President, interim General Counsel and certain Senior Vice Presidents. The CEOS reviews financial information presented on both a consolidated basis and on a business segment basis, accompanied by certain disaggregated information about products and services, geographical regions and corporate expenses for purposes of making decisions and assessing financial performance. The accounting policies used to derive segment results are generally the same as those described in Note 1, *Description of Business and Summary of Significant Accounting Policies*.

Segment results for the quarters and six months ended June 30, 2012 and 2011 were as follows (in thousands):

Core Products

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Revenue	$ 38,250	$ 45,735	$ 75,947	$ 93,842
Cost of revenue	17,681	19,353	35,509	40,337
Gross profit	20,569	26,382	40,438	53,505
Operating expenses	16,429	19,174	34,497	38,560
Operating income (loss)	$ 4,140	$ 7,208	$ 5,941	$ 14,945

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Emerging Products

	Quarters Ended June 30, 2012	Quarters Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Revenue	$ 9,913	$ 12,717	$ 20,072	$ 23,852
Cost of revenue	1,800	2,978	3,905	4,518
Gross profit	8,113	9,739	16,167	19,334
Operating expenses	7,092	9,369	14,638	19,260
Operating income (loss)	$ 1,021	$ 370	$ 1,529	$ 74

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Games

	Quarters Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Revenue	$ 17,363	$ 25,300	$ 36,471	$ 53,359
Cost of revenue	5,572	8,040	12,233	16,574
Gross profit	11,791	17,260	24,238	36,785
Operating expenses	13,093	15,211	26,523	32,025
Operating income (loss)	$ (1,302)	$ 2,049	$ (2,285)	$ 4,760

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Corporate

	Quarters Ended June 30, 2012	Quarters Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Cost of revenue	$ 909	$ 295	$ 1,742	$ 1,303
Gain on sale of patents and other technology assets, net of costs	117,933	0	116,353	0
Operating expenses	16,715	14,116	34,170	28,926
Operating income (loss)	$ 100,309	$ (14,411)	$ 80,441	$ (30,229)

Our customers consist primarily of consumers and corporations located in the U.S., Europe and various foreign countries. Revenue by geographic region was as follows (in thousands):

	Quarters Ended June 30, 2012	Quarters Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
United States	$ 28,614	$ 41,984	$ 60,428	$ 86,453
Europe	14,339	19,024	30,551	37,984
Rest of the world	22,573	22,744	41,511	46,616
Total net revenue	$ 65,526	$ 83,752	$ 132,490	$ 171,053

Long-lived assets, consisting of equipment, software, leasehold improvements, other intangible assets, and goodwill by geographic region were as follows (in thousands):

	June 30, 2012	December 31, 2011
United States	$ 36,099	$ 38,543
Republic of Korea	3,182	4,063
Europe	2,561	2,949
Rest of the world	6,942	5,286
Total long-lived assets	$ 48,784	$ 50,841

Net assets by geographic location were as follows (in thousands):

	June 30, 2012	December 31, 2011
United States	$ 296,477	$ 225,271
Republic of Korea	857	1,903
Europe	24,073	30,130
Rest of the world	12,462	13,983
Total net assets	$ 333,869	$ 271,287

Note 17. Related Party Transactions

Transactions with Rhapsody. See Note 4, Rhapsody Joint Venture, for details on the 2010 restructuring transaction involving Rhapsody. Subsequent to the restructuring transaction, we are obligated to provide Rhapsody with certain support services unless earlier terminated by Rhapsody. These support services are expected to be completed during 2012. The support services include information technology and limited operational support provided directly to Rhapsody. The amount of these and other support service costs were based on various measures depending on the service provided, including vendor fees, an allocation of fixed costs and time employees spend on providing services to Rhapsody. RealNetworks allocates the cost of providing these support services and records such allocation as a reduction to the related expense in the period for which it was incurred. During the quarter and six months ended June 30, 2012, we charged Rhapsody $0.2 million and $0.5 million, respectively, for the support services. During the quarter and six months ended June 30, 2011, we charged Rhapsody $0.9 million and $1.8 million, respectively, for the support services.

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Transactions with LoEn Entertainment, Inc. In 2008, RealNetworks acquired approximately 11% of the outstanding shares of LoEn Entertainment, Inc. (LoEn). We paid market price for the common shares of LoEn, which are traded on the Korean Securities Dealers Automated Quotations. Our investment in LoEn is treated as an equity investment of a public company and is marked-to-market each period with resulting gains or losses recognized in accumulated other comprehensive loss as unrealized holding gains/losses on investment. During the quarter and six months ended June 30, 2012, we recorded revenue from LoEn of $4.1 million and $8.0 million, respectively. During the quarter and six months ended June 30, 2011, we recorded revenue from LoEn of $4.5 million and $8.6 million, respectively. Revenue consisted primarily of sales of application service provider services, which include sales of ringback tones, music-on-demand, video-on-demand, and inter-carrier messaging services. Associated with these transactions, we also recorded accounts receivable of $1.9 million as of June 30, 2012. Accounts payable and cost of revenue associated with LoEn as of and for the periods ended June 30, 2012 and 2011 were nominal.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations, estimates, and projections about RealNetworks industry, products, management s beliefs, and certain assumptions made by management. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, and similar expressions are intended to ide forward-looking statements. All statements contained in this report that do not relate to matters of historical fact should be considered forward-looking statements. Forward-looking statements include statements with respect to:

future revenues, operating expenses, income and other taxes, tax benefits, net income (loss) per diluted share available to common shareholders, acquisition costs and related amortization, and other measures of results of operations;

the effects of our past acquisitions and expectations for future acquisitions and divestitures;

the effect on our businesses of the sale of certain patent assets and next generation codec assets to Intel Corporation;

plans, strategies and expected opportunities for future growth, increased profitability and innovation;

the prospects for creation and growth of strategic partnerships and the resulting financial benefits from such partnerships;

the expected financial position, performance, growth and profitability of, and investment in, our businesses and the availability of resources;

our involvement in potential claims, legal proceedings and government investigations, the expected course and costs of existing claims, legal proceedings and government investigations, and the potential outcomes and effects of both existing and potential claims, legal proceedings and governmental investigations on our business, prospects, financial condition or results of operations;

the expected benefits and other consequences from the 2010 restructuring of Rhapsody and from our other strategic initiatives;

our expected introduction of new and enhanced products, services and technologies across our businesses;

the effects of legislation, regulations, administrative proceedings, court rulings, settlement negotiations and other factors that may impact our businesses;

the continuation and expected nature of certain customer relationships;

impacts of competition and certain customer relationships on the future financial performance and growth of our businesses;

the effects of U.S. and foreign income and other taxes on our business, prospects, financial condition or results of operations; and

the effect of economic and market conditions on our business, prospects, financial condition or results of operations.
These statements are not guarantees of future performance and actual actions or results may differ materially. These statements are subject to certain risks, uncertainties and assumptions that are difficult to predict, including those noted in the documents incorporated herein by reference. Particular attention should also be paid to the cautionary language in Item 1A of Part II entitled Risk Factors. RealNetworks undertakes no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise, unless required by law. Readers should, however, carefully review the risk factors included in other reports or documents filed by RealNetworks from time to time with the Securities and Exchange Commission, particularly the Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K.

Overview

We manage our business and report revenue and profit (loss) in three segments: (1) Core Products, (2) Emerging Products and (3) Games. Within Core Products, our revenue is derived primarily from the sale of our software as a service (SaaS) offerings, and within Emerging Products, our revenue is derived primarily from the sale of our RealPlayer media player software and from the associated distribution of third-party products. We report common corporate overhead expenses, including finance, legal, headquarters facilities and stock compensation costs, in the aggregate as Corporate results. Our most significant expenses relate to cost of revenue, compensating employees, and selling and marketing our products and services. We continue to focus on aligning our operating expenses with our revenue profile.

In the quarter and six months ended June 30, 2012, our consolidated revenue declined by $18.2 million and $38.6 million, respectively, compared with the comparable periods in 2011. The declines in both the quarter and six-month periods were principally the result of declines in revenue in both our Core Products and Games segments.

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Our SaaS business within Core Products continues to experience competitive pricing pressure from carriers and the proliferation of smartphone applications and services, which do not depend on our carrier customers for distribution to consumers. In addition, pricing for our intercarrier messaging services is changing to fixed-price structures, which prevents this revenue from rising in spite of increased usage of our services. In our Games segment, consumer s game play continues to shift from downloadable PCs games and online game subscriptions, where we currently generate 85% of overall Games revenues, to social networks and mobile devices. Since 2011, we have been focusing on developing social games and monetizing social game play experiences. However, the revenue we currently generate from social games is not a significant portion of our Games revenue. Our Emerging Products segment is experiencing declines in revenue as a result of market saturation related to third-party software products we distribute.

On April 5, 2012, we completed the sale of certain patents, patent applications and related rights and assets relating to our Next Generation Video codec technologies pursuant to the Asset Purchase Agreement between the Company and Intel Corporation dated January 26, 2012. We received gross cash consideration of $120.0 million from the sale, and have reported the sales proceeds, net of related direct costs, as a gain on the statement of operations. This gain accounts for the material improvement in our operating income (loss) and net income (loss) for the quarter and six months ended June 30, 2012, compared with the comparable periods in 2011.

Condensed consolidated results of operations were as follows (dollars in thousands):

	Quarters Ended June 30				Six Months Ended June 30			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
Total revenue	$ 65,526	83,752	(18,226)	(22)	$ 132,490	$ 171,053	(38,563)	(23)
Cost of revenue	25,962	30,666	(4,704)	(15)	53,389	62,732	(9,343)	(15)
Gross profit	39,564	53,086	(13,522)	(25)	79,101	108,321	(29,220)	(27)
Gross margin	60%	63%			60%	63%		
Sale of patent assets and other technology assets, net of costs	117,933	0	117,933	100	116,353	0	116,353	100
Operating expenses	53,329	57,870	(4,541)	(8)	109,828	118,771	(8,943)	(8)
Operating income (loss)	$ 104,168	$ (4,784)	$ 108,952	2,277%	$ 85,626	$ (10,450)	$ 96,076	919%

In the second quarter of 2012, our total consolidated revenue declined by $18.2 million, compared with the year-earlier period. The reduction in revenue resulted from a decline of $7.5 million in our Core Products segment, a decline of $7.9 million in our Games segment, and a decline of $2.8 million in our Emerging Products segment, due to the factors described above. Gross margin declined to 60% from 63% for the year earlier quarter primarily due to certain costs of revenue that do not decrease in direct proportion to decreases in revenue, particularly in our SaaS business. Operating expenses improved by $4.5 million in the quarter ended June 30, 2012, compared with the prior year primarily due to reduced personnel and related costs of $3.5 million, and reduced marketing expenses of $1.9 million. These reductions were partially offset by increased restructuring costs of $1.2 million.

For the six months ended June 30, 2012, our total consolidated revenue declined by $38.6 million, compared with the year-earlier period. The reduction in revenue resulted from a decline of $17.9 million in our Core Products segment, a decline of $16.9 million in our Games segment, and a decline of $3.8 million in our Emerging Products segment, due to the factors described above. Gross margin declined to 60% from 63% compared with the year-earlier period primarily due to certain costs of revenue that do not decrease in direct proportion to decreases in revenue, particularly in our SaaS business. Operating expenses improved by $8.9 million for the six months ended June 30, 2012, compared with the prior year period due primarily to reduced personnel and related costs of $8.7 million, a decline in restructuring costs totaling $4.1 million, and reduced marketing expenses of $3.4 million. These declines were partially offset by an expense accrual of $2.4 million we recorded in the quarter ended March 31, 2012 associated with the then-pending investigation by the Washington State Attorney General s Office, which was resolved through a consent decree entered into in the quarter ended June 30, 2012. In addition, operating expenses in the six months ended June 30, 2011 were favorably impacted by a benefit of $6.4 million related to an insurance reimbursement for previously settled litigation that reduced expenses for that period.

The gain from the sale of patents and other technology assets to Intel Corporation of $117.9 million in the second quarter of 2012 reflects the cash proceeds of $120.0 million less $2.1 million of direct expenses incurred in the quarter. We incurred $1.6 million of direct expenses in the first quarter of 2012, resulting in a gain of $116.4 million for the six months ended June 30, 2012.

See Segment Operating Results below for more information and discussion regarding changes in the operating results for each of our reporting segments.

Segment Operating Results

Core Products

The Core Products segment primarily generates revenue and incurs costs from the sales of SaaS services, such as ringback tones, inter-carrier messages, music on demand and video on demand; professional services and system integration services to carriers and mobile handset companies; sales of licenses of our software products such as Helix for handsets; and consumer subscriptions such as SuperPass and international radio subscriptions.

Core Products segment results of operations were as follows (dollars in thousands):

	Quarter Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
Revenue	$ 38,250	$ 45,735	$ (7,485)	(16)%	$ 75,947	$ 93,842	$ (17,895)	(19)%
Cost of revenue	17,681	19,353	(1,672)	(9)	35,509	40,337	(4,828)	(12)
Gross profit	20,569	26,382	(5,813)	(22)	40,438	53,505	(13,067)	(24)
Gross margin	54%	58%			53%	57%		
Operating expenses	16,429	19,174	(2,745)	(14)	34,497	38,560	(4,063)	(11)
Operating income (loss)	$ 4,140	$ 7,208	$ (3,068)	(43)%	$ 5,941	$ 14,945	$ (9,004)	(60)%

Total Core Products revenue decreased by $7.5 million in the quarter ended June 30, 2012, compared with the year-earlier period, primarily due to reduced revenue from our SaaS offerings of $6.9 million. The decline in SaaS revenue was due primarily to a $7.3 million decline in our ringback tone, ring tone, intercarrier messaging and video on demand revenues due to both fewer subscribers and lower contract prices. Revenue from our SuperPass product decreased $1.3 million due to a decline in subscribers.

Total Core Products revenue decreased by $17.9 million for the six months ended June 30, 2012, compared with the year-earlier period, primarily due to reduced revenue from our SaaS offerings of $14.0 million. The decline in SaaS revenue was due primarily to a $15.0 million decline in our ringback tone, ring tone, intercarrier messaging and video on demand revenues due to both fewer subscribers and lower contract prices. Revenue from our SuperPass product decreased $2.6 million due to a decline in subscribers.

Cost of revenue decreased $1.7 million in the quarter ended June 30, 2012, compared with the year-earlier period. During the quarter, costs related to our SaaS offerings decreased by $2.5 million. Partially offsetting that decrease was an increase in costs related to our SuperPass product of $0.7 million for increased content costs.

Operating expenses declined by $2.7 million and $4.1 million for the quarter and six months ended June 30, 2012, respectively, compared with the year-earlier periods, primarily due to reductions in personnel and related costs that resulted from our restructuring efforts.

Emerging Products

The Emerging Products segment primarily generates revenue and incurs costs from sales of RealPlayer and its related products, such as the distribution of third-party software products, advertising on RealPlayer websites, and sales of RealPlayerPlus software licenses to consumers. Also included within the Emerging Products segment is the cost to build and develop new product offerings for consumers and business customers.

Emerging Products segment results of operations were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
Revenue	$ 9,913	$ 12,717	$ (2,804)	(22)%	$ 20,072	$ 23,852	$ (3,780)	(16)%

Cost of revenue	1,800	2,978	(1,178)	(40)	3,905	4,518	(613)	(14)
Gross profit	8,113	9,739	(1,626)	(17)	16,167	19,334	(3,167)	(16)
Gross margin	82%	77%			81%	81%		
Operating expenses	7,092	9,369	(2,277)	(24)	14,638	19,260	(4,622)	(24)
Operating income (loss)	$ 1,021	$ 370	$ 651	176%	$ 1,529	$ 74	$ 1,455	1,966%

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Total Emerging Products revenue decreased by $2.8 million and $3.8 million in the quarter and six months ended June 30, 2012, respectively, compared with the year-earlier periods, primarily due to lower revenue from the distribution of third-party software.

Cost of revenue decreased by $1.2 million for the quarter ended June 30, 2012, primarily due to costs such as royalties that fluctuate with revenue.

Operating expenses decreased by $2.3 million and $4.6 million for the quarter and six months ended June 30, 2012, compared with the year-earlier periods primarily due to reductions in personnel and related costs that resulted from our restructuring efforts.

Games

The Games segment primarily generates revenue and incurs costs from the creation, distribution and sales of games licenses, online games subscription services, advertising on game sites and social network sites, games syndication services, and microtransactions from online and social games, and sales of mobile games.

Games segment results of operations were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	**2011**	**$ Change**	**% Change**	**2012**	**2011**	**$ Change**	**% Change**
Revenue	$ 17,363	$ 25,300	$ (7,937)	(31)%	$ 36,471	$ 53,359	$ (16,888)	(32)%
Cost of revenue	5,572	8,040	(2,468)	(31)	12,233	16,574	(4,341)	(26)
Gross profit	11,791	17,260	(5,469)	(32)	24,238	36,785	(12,547)	(34)
Gross margin	68%	68%			66%	69%		
Operating expenses	13,093	15,211	(2,118)	(14)	26,523	32,025	(5,502)	(17)
Operating income (loss)	$ (1,302)	$ 2,049	$ (3,351)	(164)%	$ (2,285)	$ 4,760	$ (7,045)	(148)%

Total Games revenue decreased by $7.9 million in the quarter ended June 30, 2012, compared with the year-earlier period. Lower revenue from license sales and our subscription products contributed $3.6 million and $2.4 million, respectively, to the decline during the period. The decrease in license revenue reflected a decrease in the number of games sold through our games syndication services of $1.6 million, as well as lower sales of mobile games of $1.2 million. Lower subscription revenue was a result of fewer subscribers compared with the year-earlier period.

Total Games revenue decreased by $16.9 million for the six months ended June 30, 2012, compared with the year-earlier period. Lower revenue from license sales and our subscription products contributed $7.7 million and $5.5 million, respectively, to the decline during the period. The decrease in license revenue included a decrease in the number of games sold through our games syndication services of $3.5 million, as well as lower sales of mobile games of $2.3 million. Lower subscription revenue was a result of fewer subscribers compared with the year-earlier period.

Cost of revenue decreased by $2.5 million and $4.3 million in the quarter and six months ended June 30, 2012, respectively, compared with the year-earlier periods. These decreases were primarily due to the decrease in partner royalties expense, which has a direct correlation with the decrease in Games revenue.

Operating expenses declined by $2.1 million and $5.5 million for the quarter and six months ended June 30, 2012, respectively, compared with the year-earlier periods. The decreases were primarily due to reductions in marketing expenses of $1.5 million and $3.5 million in the quarter and six months ended June 30, 2012, respectively.

Corporate

Certain corporate-level activity is not allocated to our segments, including costs of: human resources, legal, finance, information technology, procurement activities, litigation, corporate headquarters, legal settlements and contingencies, stock compensation, losses on excess office facilities and employee severance costs.

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Corporate segment results of operations were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
Cost of revenue	$ 909	$ 295	$ 614	208%	$ 1,742	$ 1,303	$ 439	34%
Gain on sale of patent assets and other technology assets, net of costs	117,933	0	117,933	100	116,353	0	116,353	100
Operating expenses	16,715	14,116	2,599	18	34,170	28,926	5,244	18
Operating income (loss)	$ 100,309	$ (14,411)	$ 114,720	796%	$ 80,441	$ (30,229)	$ 110,670	366%

The gain from the sale of patents and other technology assets to Intel Corporation of $117.9 million in the second quarter of 2012 reflects the cash proceeds of $120.0 million less $2.1 million of direct transaction expenses incurred in the quarter. We incurred $1.6 million of direct transaction expenses in the first quarter of 2012, resulting in a gain of $116.4 million for the six months ended June 30, 2012.

Operating expenses increased by $2.6 million in the quarter ended June 30, 2012, compared with the year-earlier period. The increase compared with the prior period was primarily due to higher professional service costs of $1.2 million and increased restructuring charges of $1.2 million.

Operating expenses increased by $5.2 million for the six months ended June 30, 2012, compared with the year-earlier period. The increase compared with the prior period was primarily due to the impact of a benefit of $6.4 million related to an insurance reimbursement for previously settled litigation that reduced expense in the first quarter of 2011, and an expense accrual of $2.4 million in the quarter ended March 31, 2012 for amounts associated with the then-pending investigation by the Washington State Attorney General s office, which was resolved through a consent decree entered into during the quarter ended June 30, 2012 . These increases were partially offset by lower restructuring charges of $4.1 million in the six months ended June 30, 2012 principally due to severance costs in the quarter ended March 31, 2011.

Consolidated Operating Expenses

Consolidated operating expenses consist primarily of salaries and related personnel costs including stock based compensation, consulting fees associated with product development, sales commissions, amortization of certain intangible assets capitalized in our acquisitions, professional service fees, advertising costs, restructuring and related charges, and losses on excess office facilities. Operating expenses were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
Research and development	$ 16,028	$ 17,809	$ (1,781)	(10)%	$ 33,846	$ 37,704	$ (3,858)	(10)%
Sales and marketing	22,694	28,853	(6,159)	(21)	46,490	57,333	(10,843)	(19)
General and administrative	13,068	10,874	2,194	20	26,344	16,496	9,848	60
Restructuring and other charges	1,539	508	1,031	203	3,148	7,412	(4,264)	(58)
Loss (gain) on excess office facilities	0	(174)	174	100	0	(174)	174	100
Total consolidated operating expenses	$ 53,329	$ 57,870	$ (4,541)	(8)%	$ 109,828	$ 118,771	$ (8,943)	(8)%

Research and development expenses decreased by $1.8 million in the quarter ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to a decrease in personnel and related costs of $1.6 million resulting from our restructuring activities.

Research and development expenses decreased by $3.9 million for the six months ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to a decrease in personnel and related costs of $3.0 million resulting from our restructuring activities.

Sales and marketing expenses decreased by $6.2 million in the quarter ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to a decrease in personnel and related costs of $3.9 million resulting from our restructuring activities and to lower expenses for marketing and related activities of $2.1 million.

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Sales and marketing expenses decreased by $10.8 million for the six months ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to a decrease in personnel and related costs of $6.7 million resulting from our restructuring activities and to lower expenses for marketing and related activities of $3.7 million.

General and administrative expenses increased by $2.2 million in the quarter ended June 30, 2012, compared with the year-earlier period, primarily due to higher professional service costs.

General and administrative expenses increased by $9.8 million for the six months ended June 30, 2012, compared with the year-earlier period. This increase was primarily due to the impact of a benefit of $6.4 million related to an insurance reimbursement for previously settled litigation that reduced expense in the first quarter of 2011 and an expense accrual of $2.4 million in the quarter ended March 31, 2012 for amounts associated with the then-pending investigation by the Washington State Attorney General s office, which was resolved through a consent decree entered into during the quarter ended June 30, 2012.

Restructuring and other charges consist of costs associated with the realignment and reorganization of our business operations and primarily include separation costs for employees, including severance and other benefits.

Other Income (Expenses)

Other income (expenses), net was follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	**2011**	**$ Change**	**% Change**	**2012**	**2011**	**$ Change**	**% Change**
Interest income, net	$ 225	$ 311	$ (86)	(28)%	$ 869	$ 690	$ 179	26%
Gain (loss) on sale of equity investments, net	$ 3,078	$ 0	$ 3,078	100%	$ 3,078	$ 0	$ 3,078	100
Equity in net loss of Rhapsody	(2,114)	(1,018)	(1,096)	(108)	(2,482)	(4,299)	1,817	42
Other income (expense), net	(49)	(311)	262	84	1,426	(433)	1,859	429
Total other income (expense), net	$ 1,140	$ (1,018)	$ 2,158	212%	$ 2,891	$ (4,042)	$ 6,933	(172)%

The increase in Other income (expense), net, of $2.2 million for the quarter ended June 30, 2012, was primarily due to the gain on sale of certain equity and other investments totaling $3.1 million. The gain is comprised of $2.1 million from the sale of a portion of our investment in LoEn Entertainment, Inc., which is discussed further in Note 1, Description of Business and Summary of Significant Accounting Policies and a gain of $1.0 million on the sale of our Film.com assets. Partially offsetting this gain was an increase in our equity in the net loss of Rhapsody of $1.1 million, resulting from a higher net loss associated with our investment in Rhapsody this year compared with the same quarter in the prior year.

The increase in Other income (expense), net, of $6.9 million for the six months ended June 30, 2012, was due primarily to the gain on sale of certain equity and other investments of $3.1 million described above, and to a non-cash gain in the quarter ended March 31, 2012, due to the release of a $1.6 million cumulative foreign exchange translation gain from accumulated other comprehensive loss on the balance sheet related to the liquidation of an investment in one of our foreign entities.

Income Taxes

During the quarters ended June 30, 2012 and 2011, we recognized income tax expense of $24.3 million and $1.0 million, respectively, related to U.S. and foreign income taxes. During the six months ended June 30, 2012 and 2011, we recognized income tax expense of $24.5 million and $4.7 million, respectively, related to U.S. and foreign income taxes. The increase in income tax expense and the change in income tax expense as a percentage of pre-tax income during the quarter and six months ended June 30, 2012, was largely the result of the gain on the sale of patents and other assets to Intel Corporation.

The sale of patents and other technology assets to Intel Corporation, which was completed on April 5, 2012 and is described in more detail in Note 1, Description of Business and Summary of Significant Accounting Policies, was recorded as a gain, before certain direct costs, of $120.0 million in the quarter ended June 30, 2012. For tax reporting purposes, this transaction is being considered a discrete item for the quarter ended June 30, 2012, resulting in incremental tax expense of approximately $23.6 million. Because of our U.S. net operating loss carryforwards and capital loss carryforwards, we do not expect to incur any significant cash tax costs related to this transaction.

As of June 30, 2012, there have been no material changes to RealNetworks uncertain tax positions disclosures as provided in Note 14 of the 2011 10-K. We currently anticipate the closure of foreign income tax examinations in the next twelve months that may decrease our total unrecognized tax benefits by up to $13.4 million as a result of the successful defense of our positions, the settlement and payment of a liability, or a combination thereof. Additionally, we anticipate that our total unrecognized tax benefits may increase by up to $2.7 million as a result of a potential transfer pricing change.

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We generate income in a number of foreign jurisdictions, some of which have higher tax rates and some of which have lower tax rates relative to the U.S. federal statutory rate. Our tax expense could fluctuate significantly on a quarterly basis to the extent income is lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated in countries where we have higher statutory tax rates. For the quarter ended June 30, 2012, decreases in tax expense from income generated in foreign jurisdictions with lower tax rates in comparison to the U.S. federal statutory rate was offset by increases in tax expense from income generated in foreign jurisdictions having comparable, or higher tax rates in comparison to the U.S. federal statutory rate. As such, the effect of differences in foreign tax rates on the Company s tax expense for the second quarter of 2012 was minimal.

As of June 30, 2012, we have not provided for U.S. federal and state income taxes on certain undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. If these amounts were distributed to the U.S., in the form of dividends or otherwise, the Company could be subject to additional U.S. income taxes. It is not practicable to determine the U.S. federal income tax liability or benefit on such earnings due to the timing of such future distributions, the availability of foreign tax credits, and the complexity of the computation if such earnings were not deemed to be permanently reinvested. If future events, including material changes in estimates of cash, working capital, and long-term investment requirements necessitate that these earnings be distributed, an additional provision for U.S. income and foreign withholding taxes, net of foreign tax credits, may be necessary.

We file numerous consolidated and separate income tax returns in the United States, including federal, state and local returns, as well as in foreign jurisdictions. With few exceptions, we are no longer subject to United States federal income tax examinations for tax years prior to 2008 or state, local or foreign income tax examinations for years prior to 1993. RealNetworks, Inc. and /or subsidiaries are under audit by the United States federal government, various states, and foreign jurisdictions for certain tax years subsequent to 1993.

Geographic Revenue

Revenue by geographic region was as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	**2011**	**$ Change**	**% Change**	**2012**	**2011**	**$ Change**	**% Change**
United States	$ 28,614	$ 41,984	$ (13,370)	(32)%	$ 60,428	$ 86,453	$ (26,025)	(30)%
Europe	14,339	19,024	(4,685)	(25)	30,551	37,984	(7,433)	(20)
Rest of world	22,573	22,744	(171)	(1)	41,511	46,616	(5,105)	(11)
Total net revenue	$ 65,526	$ 83,752	$ (18,226)	(22)%	$ 132,490	$ 171,053	$ (38,563)	(23)%

Revenue in the United States declined by $13.4 million in the quarter ended June 30, 2012, compared with the year-earlier period. The decline was due primarily to reductions in revenue generated from our SaaS offerings of $5.6 million, lower sales of games subscriptions and licenses of $3.2 million, and lower revenue related to the distribution of third-party products of $1.6 million.

Revenue in the United States declined by $26.0 million for the six months ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to reductions in revenue generated from our SaaS offerings of $10.4 million, lower sales of games subscriptions and licenses of $7.7 million and lower revenue related to the distribution of third-party products of $2.6 million.

Revenue in Europe declined by $4.7 million in the quarter ended June 30, 2012, compared with the year-earlier period. The decrease was primarily due to lower revenue from our Games segment of $3.7 million.

Revenue in Europe declined by $7.4 million for the six months ended June 30, 2012, compared with the year-earlier period. The decrease was primarily due to lower revenue from our Games segment of $7.2 million.

Revenue in the rest of world decreased by $5.1 million for the six months ended June 30, 2012, compared with the year-earlier period. The decrease was primarily due to lower revenue from our SaaS services of $3.7 million, lower sales of games subscriptions and licenses of $0.9 million, and decreased systems integration revenue of $0.8 million.

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License Fees and Service Revenue

License fees and Service revenue were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
License	$ 14,224	$ 16,817	$ (2,593)	(15)%	$ 29,180	$ 35,232	$ (6,052)	(17)%
Service	51,302	66,935	(15,633)	(23)	103,310	135,821	(32,511)	(24)
Total net revenue	$ 65,526	$ 83,752	$ (18,226)	(22)%	$ 132,490	$ 171,053	$ (38,563)	(23)%

License Fees.

License fees decreased by $2.6 million for the quarter ended June 30, 2012, compared with the year-earlier period. Sales of games during the quarter declined by $3.7 million, offset in part by increased mobile software licensing revenues of $1.2 million compared with the year-earlier period.

License fees decreased by $6.1 million for the six months ended June 30, 2012, compared with the year-earlier period. Sales of games during the quarter declined by $7.8 million, offset in part by increased mobile software licensing revenues of $1.7 million compared with the year-earlier period.

Service Revenue.

Service revenue decreased by $15.6 million in the quarter ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to reduced service revenue from our SaaS offerings of $6.9 million and lower sales of our subscription products of $4.2 million.

Service revenue decreased by $32.5 million for the six months ended June 30, 2012, compared with the year-earlier period. The decline was primarily due to reduced service revenue from our SaaS offerings of $14.0 million, lower sales of our subscription products of $9.0 million, lower advertising revenue of $4.1 million, and lower revenues related to the distribution of third-party products of $3.9 million.

Cost of License Fees and Service Revenue

Cost of License fees and Service revenues were as follows (dollars in thousands):

	Quarters Ended June 30,				Six Months Ended June 30,			
	2012	2011	$ Change	% Change	2012	2011	$ Change	% Change
License	$ 2,645	$ 4,800	$ (2,155)	(45)%	$ 5,917	$ 10,046	$ (4,129)	(41)%
Service	23,317	25,866	(2,549)	(10)	47,472	52,686	(5,214)	(10)
Total cost of revenue	$ 25,962	$ 30,666	$ (4,704)	(15)%	$ 53,389	$ 62,732	$ (9,343)	(15)%

Cost of License Fees.

Cost of license fees decreased by $2.2 million for the quarter ended June 30, 2012, compared with the year-earlier period. The decrease was primarily due to reduced partner royalties expenses in our Games segment, as a result of the decline in Games revenue.

Cost of license fees decreased by $4.1 million for the six months ended June 30, 2012, compared with the year-earlier period. The decrease was primarily due to reduced partner royalties expenses in our Games segment, as a result of the decline in Games revenue.

Cost of Service Revenue.

Cost of service revenue decreased by $2.5 million for the quarter ended June 30, 2012, compared with the year-earlier period. The decrease during the period is primarily due to reduced costs associated with our SaaS services of $2.6 million.

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Cost of service revenue decreased by $5.2 million for the six months ended June 30, 2012, compared with the year-earlier period. The decrease during the period is primarily due to reduced costs associated with our SaaS services of $3.9 million and reduced costs related to systems integrations of $0.7 million.

New Accounting Pronouncements

See Note 2, Recent Accounting Pronouncements for information regarding new accounting pronouncements.

Liquidity and Capital Resources

The following summarizes working capital, cash, cash equivalents, short-term investments, and restricted cash (in thousands):

	June 30, 2012	December 31, 2011
Working capital	$ 244,816	$ 160,787
Cash, cash equivalents, and short-term investments	282,946	185,072
Restricted cash equivalents and investments	10,174	10,168

The increases in working capital and in cash, cash equivalents, and short-term investments from December 31, 2011 were primarily due to the net cash proceeds of $116.4 million received from the sale of certain patents and other technology assets to Intel Corporation, as discussed in Note 1, Description of Business and Summary of Significant Accounting Policies.

The following summarizes cash flow activity (in thousands):

	Six Months Ended June 30,	
	2012	2011
Cash provided by (used in) operating activities	$ (17,441)	$ (5,490)
Cash provided by (used in) investing activities	110,857	998
Cash provided by (used in) financing activities	337	1,667

Cash used in operating activities consisted of net income (loss) adjusted for certain non-cash items including depreciation, amortization, stock-based compensation, deferred income taxes, gains on sales of assets and the effect of changes in certain operating assets and liabilities.

The higher amount of cash used in operating activities for the six months ended June 30, 2012 compared to the same period in 2011 was primarily due to the decline in revenues of $38.6 million for the six months ended June 30, 2012 compared with the prior year period, which was partially offset by a decline in total operating expenses of $8.9 million for the same periods. We also had a net increase in cash of $2.5 million for the six months ended June 30, 2012 related to changes in certain operating assets and liabilities, compared with a net decrease in cash of $4.6 million for the six months ended June 30, 2011 related to changes in certain operating assets and liabilities.

For the six months ended June 30, 2012, cash provided by investing activities of $110.9 million was due to the net cash proceeds of $116.4 million received from the sale of certain patents and other technology assets to Intel Corporation, and cash proceeds of $4.2 million related to the sale of certain equity and other investments, offset in part by purchases of equipment, software and leasehold improvements totaling $5.0 million, and purchases, net of sales and maturities, of short-term investments of $4.7 million. The net cash proceeds from the sale of certain patent and other technology assets to Intel Corporation were invested in liquid securities in the U.S.

In the six months ended June 30, 2011, cash provided by investing activities of $1.0 million was due primarily from the sales and maturities, net of purchases, of short-term investments of $7.2 million, offset by purchases of equipment, software and leasehold improvements of $3.1 million and the payment of acquisition related costs of $2.9 million.

Financing activities for the six months ended June 30, 2012 and 2011 provided cash from the proceeds from the exercise of employee stock options and proceeds from sales of common stock under the employee stock purchase plan, offset partially for the six months ended June 30, 2012 by tax payments from shares withheld upon the vesting of employee restricted stock.

The declaration and payment of future dividends, as well as the amount thereof, are subject to the discretion of our board of directors and will depend upon our results of operations, financial condition, capital levels, cash requirements, future prospects and other factors deemed relevant by our board of directors. Accordingly, there can be no assurance that we will declare and pay any dividends in the future.

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We currently have no planned significant capital expenditures for the remainder of 2012 other than those in the ordinary course of business. In the future, we may seek to raise additional funds through public or private equity financing, or through other sources such as credit facilities. The sale of additional equity securities could result in dilution to our shareholders. In addition, in the future, we may enter into cash or stock acquisition transactions or other strategic transactions that could reduce cash available to fund our operations or result in dilution to shareholders.

Our principal future cash commitments include office leases. We believe that our current cash, cash equivalents, and short-term investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months.

We do not hold derivative financial instruments or equity securities in our short-term investment portfolio. Our cash equivalents and short-term investments consist of investment grade securities, as specified in our investment policy guidelines. The policy limits the amount of credit exposure to any one non-U.S. Government or non-U.S. Agency issue or issuer to a maximum of 5% of the total portfolio. These securities are subject to interest rate risk and will decrease in value if interest rates increase. Because we have historically had the ability to hold our fixed income investments until maturity, we do not expect our operating results or cash flows to be significantly affected by a sudden change in market interest rates in our securities portfolio.

We conduct our operations primarily in five functional currencies: the U.S. dollar, the Korean won, the Japanese yen, the British pound and the euro. We currently do not hedge the majority of our foreign currency exposures and are therefore subject to the risk of exchange rate fluctuations. We invoice our international customers primarily in U.S. dollars, except for certain countries where we invoice our customers primarily in the respective foreign currencies. We are exposed to foreign exchange rate fluctuations as the financial results of foreign subsidiaries are translated into U.S. dollars in consolidation. Our exposure to foreign exchange rate fluctuations also arises from intercompany payables and receivables to and from our foreign subsidiaries.

As of June 30, 2012, approximately $37.8 million of the $282.9 million of cash, cash equivalents, and short-term investments was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we may be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations. Additionally, the Company currently has significant net operating losses and other tax attributes that could be used to offset most potential U.S. income tax that could result if these amounts were distributed to the U.S. We utilize a variety of tax planning and financing strategies in an effort to ensure that our worldwide cash is available in the locations in which it is needed. We do not expect restrictions or potential taxes on repatriation of amounts held outside of the U.S to have a material effect on our overall liquidity, financial condition or results of operations.

As of June 30, 2012, we have not provided for U.S. federal and state income taxes on certain undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. If these amounts were distributed to the U.S, in the future in the form of dividends or otherwise, we could be subject to additional U.S. income taxes. It is not practicable to determine the U.S. federal income tax liability or benefit on such earnings due to the timing of such future distributions, the availability of foreign tax credits, and the complexity of the computation if such earnings were not deemed to be permanently reinvested. If future events, including material changes in estimates of cash, working capital, and long-term investment requirements necessitate that these earnings be repatriated, an additional provision for U.S. income and foreign withholding taxes, net of foreign tax credits, may be necessary.

Off-Balance Sheet Arrangements

We have operating lease obligations for office facility leases with future cash commitments that are not required to be recorded on our consolidated balance sheet. Accordingly, these operating lease obligations constitute off-balance sheet arrangements. In addition, since we do not maintain accruals associated with certain guarantees, as discussed in Note 15, Guarantees, those guarantee obligations also constitute off-balance sheet arrangements.

Critical Accounting Policies and Estimates

The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Our critical accounting policies and estimates are as follows:

- Revenue recognition;

Estimating music publishing rights and music royalties;

Estimating recoverability of deferred costs;

Estimating allowances for doubtful accounts and sales returns;

Estimating losses on excess office facilities;

Valuation of equity method investments;

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- Valuation of available for sale securities;
- Valuation of long-lived assets;
- Valuation of goodwill;
- Stock-based compensation; and
- Accounting for income taxes.

Revenue Recognition. We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collection is probable. Physical products are considered delivered to the customer once they have been shipped and title and risk of loss have been transferred. For online sales, the products or services are considered delivered at the time the product or services are made available, digitally, to the end user.

We recognize revenue on a gross or net basis. In most arrangements, we contract directly with end user customers, are the primary obligor and carry all collectability risk. In such arrangements, we recognize revenue on a gross basis. In some cases, we utilize third-party distributors to sell products or services directly to end user customers and carry no collectability risk. In such instances, we recognize revenue on a net basis.

In our direct to consumer business segments, we derive revenue through (1) subscriptions of SuperPass within our Core Products segment and subscriptions sold by our Games segment, (2) sales of content downloads, software and licenses offered by our Core Products, Emerging Products and Games segments and (3) the sale of advertising and the distribution of third-party products on our websites and in our games.

Consumer subscription products are paid in advance, typically for monthly, quarterly or annual duration. Subscription revenue is recognized ratably over the related subscription time period. Revenue from sales of content downloads, software and licenses is recognized at the time the product is made available, digitally, to the end user. Revenue generated from advertising on our websites and from advertising and the distribution of third-party products included in our products is recognized as revenue at the time of delivery.

We also generate revenue through business-to-business channels by providing services within our Core Products segment enabling mobile carriers to deliver audio and video content to their customers and by selling software licenses and products and related support and other services. Revenue generated from services provided to mobile carriers that enable the delivery of audio and video content to their customers is recognized as the services are provided. Setup fees to build these services are recognized ratably upon launch of the service over the remaining expected term of the service.

Non-software revenue arrangements with multiple deliverables are divided into separate units and revenue is allocated using estimated selling prices if the Company does not have vendor-specific objective evidence or third-party evidence of the selling prices of the deliverables. A portion of the revenue related to the sale of software licenses and products and related support and other services is recorded as unearned due to undelivered elements including, in some cases, post-delivery support and the right to receive unspecified upgrades or enhancements on a when-and-if-available basis. Unearned revenue due to undelivered elements is recognized ratably on a straight-line basis over the related products contract term.

Estimating Music Publishing Rights and Music Royalty Accruals. We must make estimates of amounts owed related to our music publishing rights and music royalties for our domestic and international music services primarily incurred by Rhapsody which was separated from our operating results beginning April 1, 2010. Unsettled obligations incurred prior to April 1, 2010 remain our liability. Material differences may impact the amount and timing of our expense for any period if management made different judgments or utilized different estimates. Under copyright law, we may be required to pay licensing fees for digital sound recordings and compositions we deliver. Copyright law generally does not specify the rate and terms of the licenses, which are determined by voluntary negotiations among the parties or, for certain compulsory licenses where voluntary negotiations are unsuccessful, by arbitration. There are certain geographies and agencies for which we have not yet completed negotiations with regard to the royalty rate to be applied to the current or historic sales of our digital music offerings. Our estimates are based on contracted or statutory rates, when established, or management s best estimates based on facts and circumstances regarding the specific music services and agreements in similar geographies or with similar agencies. While we base our estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, actual results may differ materially from these estimates under different assumptions or conditions.

Estimating Recoverability of Deferred Costs. We defer costs on projects for service revenue and system sales. Deferred costs consist primarily of direct and incremental costs to customize and install systems, as defined in individual customer contracts, including costs to acquire hardware and software from third parties and payroll costs for our employees and other third parties.

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We recognize such costs as a component of cost of revenue, the timing of which is dependent upon the revenue recognition policy by contract. For revenue recognized under the completed contract method, costs are deferred until the products are delivered, or upon completion of services or, where applicable, customer acceptance. For revenue recognized under the percentage of completion method, costs are recognized as products are delivered or services are provided in accordance with the percentage of completion calculation. For revenue recognized ratably over the term of the contract, costs are recognized ratably over the term of the contract, commencing on the date of revenue recognition. At each balance sheet date, we review deferred costs to ensure they are ultimately recoverable. Any anticipated losses on uncompleted contracts are recognized when evidence indicates the estimated total cost of a contract exceeds its estimated total revenue.

Assessing the recoverability of deferred project costs is based on significant assumptions and estimates, including future revenue and cost of sales. Significant or sustained decreases in revenue or increases in cost of sales in future periods could result in additional impairments of deferred project costs. We cannot accurately predict the amount and timing of such impairments. Should the value of deferred project costs become impaired, we would record the appropriate charge, which could have a material adverse effect on our financial condition or results of operations.

Estimating Allowances for Doubtful Accounts and Sales Returns. We make estimates of the uncollectible portion of our accounts receivable. We specifically analyze the age of accounts receivable and historical bad debts, customer credit-worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. Similarly, we make estimates of potential future product returns related to current period revenue. We analyze historical returns, current economic trends, and changes in customer demand and acceptance of our products when evaluating the adequacy of the sales returns allowance. Significant judgments and estimates are made and used in connection with establishing allowances for doubtful accounts and sales returns in any accounting period. Material differences may result in the amount and timing of our revenue for any period if we were to make different judgments or utilize different estimates or actual future experience was different from the judgments and estimates.

Estimating Losses on Excess Office Facilities. We made significant estimates in determining the appropriate amount of accrued loss on excess office facilities. If we made different estimates, our loss on excess office facilities could be significantly different from that recorded, which could have a material impact on our operating results.

Valuation of Equity Method Investments. We use the equity method in circumstances where we have the ability to exert significant influence, but not control, over an investee or joint venture. We initially record our investment based on a fair value analysis of the investment. Prior to 2010, most of our equity method investments were purchased with cash which was determined to be fair value. For the investment in Rhapsody as of March 31, 2010, we used multiple valuation models that were based on assumptions of future results, including operating and cash flow projections, to calculate the fair value since we contributed both cash and non-cash items in exchange for our interest. These models were based upon estimates and assumptions relating to future revenue, cash flows, operating expenses, costs of capital and capital purchases. These estimates and assumptions are complex and subject to a significant degree of judgment with respect to certain factors including, but not limited to, the cash flows of long-term operating plans, market and interest rate risk, and risk-commensurate discount rates and cost of capital.

We record our percentage interest in the investee or joint venture s income or loss under this method, which will increase or decrease the value of the investment. We record investee losses up to the aggregate amount of the investment.

We evaluate impairment of an investment valued under the equity method only if events and circumstances warrant. An impairment charge would be recorded whenever a decline in value of an equity investment below its carrying amount is determined to be other than temporary. In determining if a decline is other than temporary, we consider factors such as the length of time and extent to which the fair value of the investment has been less than the carrying amount of the investee or joint venture, the near-term and longer-term operating and financial prospects of the investee or joint venture and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery.

Valuation of Available for Sale Securities. Our investments in publicly traded companies are accounted for as available-for-sale and are carried at current market value. We periodically evaluate whether any declines in fair value of our available for sale securities are other-than-temporary based on a review of qualitative and quantitative factors. For investments with publicly quoted market prices, these factors include the time period and extent by which its accounting basis exceeds its quoted market price. We consider additional factors to determine whether declines in fair value are other-than-temporary, such as the investee s financial condition, results of operations, and operating trends. The evaluation also considers publicly available information regarding the investee companies.

Valuation of Long-Lived Assets. Long-lived assets consist primarily of property, plant and equipment, as well as amortizable intangible assets acquired in business combinations. Long-lived assets are amortized on a straight line basis over their estimated useful lives. We review long-lived assets for impairment whenever events or changes in circumstances indicate the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by comparison of their carrying amount to future undiscounted cash flows the assets are expected to generate. If long-lived assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the assets exceeds their fair market value. The impairment analysis of long-lived assets is based upon estimates and assumptions relating to our future revenue, cash flows, operating expenses, costs of capital and capital purchases. These estimates and assumptions are complex and subject to a significant degree of judgment with respect to certain factors including, but not limited to, the cash flows of our long-term operating plans, market and interest rate risk, and risk-commensurate discount rates and cost of capital. Significant or sustained declines in future revenue or cash flows, or adverse changes in our business climate, among other factors, and their resulting impact on the estimates and assumptions relating to the value of our long-lived assets could result in the need to perform an impairment analysis in future interim periods which could result in a significant impairment. While we believe our estimates and assumptions are reasonable, due to their complexity and subjectivity, these estimates and assumptions could vary period to period.

Valuation of Goodwill. We assess the impairment of goodwill on an annual basis, in our fourth quarter, or whenever events or changes in circumstances indicate that the fair value of the reporting unit to which goodwill relates is less than the carrying value. We consider a synthesis of the following important factors that could trigger an impairment review include the following:

- poor economic performance relative to historical or projected future operating results;
- significant negative industry, economic or company specific trends;
- market and interest rate risk;
- changes in the manner of our use of the assets or the plans for our business; and
- loss of key personnel.

In addition, we perform a reconciliation of our market capitalization plus a reasonable control premium to the aggregated implied fair value of all of our reporting units.

If we were to determine that the fair value of a reporting unit was less than its carrying value, including goodwill, based upon the annual test or the existence of one or more of the above indicators of impairment, we would measure impairment based on a comparison of the implied fair value of reporting unit goodwill with the carrying amount of goodwill. The implied fair value of goodwill is determined by allocating the fair value of a reporting unit to its assets (recognized and unrecognized) and liabilities in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the goodwill of the reporting unit. To the extent the carrying amount of reporting unit goodwill is greater than the implied fair value of reporting unit goodwill, we would record an impairment charge for the difference. Judgment is required in determining our reporting units and assessing fair value of the reporting units.

The impairment analysis of goodwill is based upon estimates and assumptions relating to our future revenue, cash flows, operating expenses, costs of capital and capital purchases. These estimates and assumptions are complex and subject to a significant degree of judgment with respect to certain factors including, but not limited to, the cash flows of our long-term operating plans, market and interest rate risk, and risk-commensurate discount rates and cost of capital.

Stock-Based Compensation. Stock-based compensation cost is estimated at the grant date based on the award s fair-value as calculated by the Black-Scholes option-pricing model or other appropriate valuation models and is recognized as expense over the requisite service period, which is the vesting period. The valuation models require various highly judgmental assumptions including volatility in our common stock price and expected option life. If any of the assumptions used in the valuation models change significantly, stock-based compensation expense may differ materially in the future from the amounts recorded in our consolidated statement of operations. We are required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. We use historical data to estimate pre-vesting option forfeitures and record stock-based compensation expense only for those awards that are expected to vest.

Accounting for Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities and operating loss and tax credit carryforwards are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and operating loss and tax credit carryforwards are expected to be recovered or settled. We must make assumptions, judgments and estimates to determine current provision for income taxes, deferred tax assets and liabilities and any valuation allowance to be recorded against deferred tax assets. Our judgments, assumptions, and estimates relative to the current provision for income tax take into account current tax laws, our interpretation of current tax laws and possible outcomes of future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation of tax laws and future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements.

Each reporting period we must periodically assess the likelihood that our deferred tax assets will be recovered from future taxable income, and to the extent that recovery is not more likely than not, a valuation allowance must be established. The establishment of a valuation allowance and increases to such an allowance result in either increases to income tax expense or reduction of income tax

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benefit in the statement of operations and comprehensive income. Factors we consider in making such an assessment include, but are not limited to, past performance and our expectation of future taxable income, macroeconomic conditions and issues facing our industry, existing contracts, our ability to project future results and any appreciation of our investments and other assets.

As of June 30, 2012, $37.8 million of the $282.9 million of cash, cash equivalents, and short-term investments was held by our foreign subsidiaries.

As of June 30, 2012, we have not provided for U.S. federal and state income taxes on certain undistributed earnings of our foreign subsidiaries, since such earnings are considered indefinitely reinvested outside the U.S. If these amounts were distributed to the U.S., in the form of dividends or otherwise, the Company could be subject to additional U.S. income taxes. It is not practicable to determine the U.S. federal income tax liability or benefit on such earnings due to the timing of such future distributions, the availability of foreign tax credits, and the complexity of the computation if such earnings were not deemed to be permanently reinvested. If future events, including material changes in estimates of cash, working capital, and long-term investment requirements necessitate that these earnings be distributed, an additional provision for U.S. income and foreign withholding taxes, net of foreign tax credits, may be necessary.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discussion about our market risk involves forward-looking statements. All statements that do not relate to matters of historical fact should be considered forward-looking statements. Actual results could differ materially from those projected in any forward-looking statements.

Interest Rate Risk. Our exposure to interest rate risk from changes in market interest rates relates primarily to our short-term investment portfolio. We do not hold derivative financial instruments or equity investments in our short-term investment portfolio. Our short-term investments consist of investment grade debt securities as specified in our investment policy. Investments in both fixed and floating rate instruments carry a degree of interest rate risk. The fair value of fixed rate securities may be adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Additionally, a declining rate environment creates reinvestment risk because as securities mature the proceeds are reinvested at a lower rate, generating less interest income. See Note 6, Cash, Cash Equivalents, Short-Term Investments, Restricted Cash Equivalents and Investments for additional information. Due in part to these factors, our future interest income may be adversely impacted due to changes in interest rates. In addition, we may incur losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates. Because we have historically had the ability to hold our short-term investments until maturity, we would not expect our operating results or cash flows to be significantly impacted by a sudden change in market interest rates. There have been no material changes in our investment methodology regarding our cash equivalents and short-term investments during the quarter ended June 30, 2012. Based on our cash, cash equivalents, short-term investments, and restricted cash equivalents as of June 30, 2012, a hypothetical 10% increase/decrease in interest rates would not increase/decrease our annual interest income or cash flows by more than a nominal amount.

Investment Risk. As of June 30, 2012, we had investments in voting capital stock of both publicly traded and privately-held technology companies for business and strategic purposes. Our investments in publicly traded companies are accounted for as available-for-sale, carried at current market value and are classified as long-term as they are strategic in nature. We periodically evaluate whether any declines in fair value of our investments are other-than-temporary based on a review of qualitative and quantitative factors. For investments with publicly quoted market prices, these factors include the time period and extent by which its accounting basis exceeds its quoted market price. We consider additional factors to determine whether declines in fair value are other-than-temporary, such as the investee s financial condition, results of operations, and operating trends. The evaluation also considers publicly available information regarding the investee companies. For investments in private companies with no quoted market price, we consider similar qualitative and quantitative factors as well as the implied value from any recent rounds of financing completed by the investee. Based upon an evaluation of the facts and circumstances during the quarter ended June 30, 2012, we determined that no additional other-than-temporary decline in fair value had occurred and therefore no impairment charges were recorded.

Foreign Currency Risk. We conduct business internationally in several currencies. As such, we are exposed to adverse movements in foreign currency exchange rates.

Our exposure to foreign exchange rate fluctuations arise in part from: (1) translation of the financial results of foreign subsidiaries into U.S. dollars in consolidation; (2) the remeasurement of non-functional currency assets, liabilities and intercompany balances into U.S. dollars for financial reporting purposes; and (3) non-U.S. dollar denominated sales to foreign customers. A portion of these risks is managed through the use of financial derivatives, but fluctuations could impact our results of operations and financial position.

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Generally, our practice is to manage foreign currency risk for the majority of material short-term intercompany balances through the use of foreign currency forward contracts. These contracts require us to exchange currencies at rates agreed upon at the contract s inception. Because the impact of movements in currency exchange rates on forward contracts offsets the related impact on the short-term intercompany balances, these financial instruments help alleviate the risk that might otherwise result from certain changes in currency exchange rates. We do not designate our foreign exchange forward contracts related to short-term intercompany accounts as hedges and, accordingly, we adjust these instruments to fair value through results of operations. However, we may periodically hedge a portion of our foreign exchange exposures associated with material firmly committed transactions, long-term investments, highly predictable anticipated exposures and net investments in foreign subsidiaries. Some of our unhedged exposures are reconciled through our statement of operations on a mark-to-market basis each quarter, so to the extent we continue to experience adverse economic conditions, we may record losses related to such unhedged exposures in future periods that may have a material adverse effect on our financial condition and results of operations.

Our foreign currency risk management program reduces, but does not entirely eliminate, the impact of currency exchange rate movements.

We have cash balances denominated in foreign currencies which are subject to foreign currency fluctuation risk. The majority of our foreign currency denominated cash is held in Korean won and euros. A hypothetical 10% increase or decrease in the Korean won and euro relative to the U.S. dollar as of June 30, 2012 would not result in more than a nominal amount of unrealized gain or loss.

Foreign currency transaction gains and losses were not material for the quarters and six months ended June 30, 2012 or 2011.

Item 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures.* Based on an evaluation as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act (1) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) *Changes in Internal Controls.* There have not been any changes in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See Note 14, Commitments and Contingencies, to Condensed Consolidated Financial Statements included in Part I, Item 1 of this report for information regarding legal proceedings.

Item 1A. Risk Factors

You should carefully consider the risks described below together with all of the other information included in this 10-Q. The risks and uncertainties described below are not the only ones facing our company. If any of the following risks actually occurs, our business, financial condition or operating results could be harmed. In such case, the trading price of our common stock could decline, and investors in our common stock could lose all or part of their investment.

We need to successfully introduce new products and services to grow our businesses.

Our business is dependent upon the introduction of new products and services, which is subject to a number of risks. The process of developing new, and enhancing existing, products and services is complex, costly and uncertain. Providing products and services that are attractive and useful to subscribers and consumers is in part subject to unpredictable and volatile factors beyond our control, including end-user preferences and competing products and services. Any failure by us to timely respond to or accurately anticipate consumers changing needs, emerging technological trends or important changes in the market or competition for products and services we plan to introduce could significantly harm our current market share or result in the loss of market opportunities. In addition, we must make long-term investments, develop or obtain appropriate intellectual property and commit significant resources before knowing whether our predictions will accurately reflect consumer demand for our products and services, which may result in no return or a loss on our investments. Our products and services have historically been provided through desktop computers and feature phones, but the number of people who access similar products and services through smartphones and tablets has increased dramatically in the past few years. We have limited experience to date in developing products for users of these alternative devices, and the versions of our products and services developed for these devices may not be compelling to users. Furthermore, new products and services may be subject to legal challenge. Responding to these potential claims may require us to enter into royalty and licensing agreements on unfavorable terms, require us to stop distributing or selling, or to redesign our products or services, or to pay damages. If we do not successfully introduce new products and services, our operating results may be materially harmed.

The mobile entertainment market is evolving rapidly and highly competitive.

The market for mobile entertainment services, including our ring back tones, music on demand and video on demand solutions, is highly competitive and evolving rapidly, particularly with the growth in the use of smartphones. Increased use of smartphones has resulted in a proliferation of applications and services that compete with our SaaS services and, in many cases, are not dependent upon our carrier customers to make them available to subscribers. To maintain or enhance our competitive position, we may need to develop new SaaS services that enable our carrier customers to compete with the broad range of applications and other services available in the market. We face competition, and may face future competition, from major media companies, Internet portal companies, content aggregators, wireless software providers and other pure-play wireless entertainment publishers, some of which have greater financial resources than we do. Furthermore, while most of our carrier customers do not offer internally developed services that compete with ours, if our carrier customers begin developing these services internally, we could be forced to lower our prices or increase the amount of service we provide in order to maintain our business with those carrier customers. Increased competition has in the past resulted in pricing pressure, forcing us to lower the selling price of our services. If we are unable to develop or provide services that compete effectively in the mobile entertainment market, our operating results and financial condition may be materially harmed.

Contracts with our carrier customers subject us to significant risks that could negatively impact our revenue or otherwise harm our operating results.

We derive a material portion of our revenue from our SaaS offerings we provide to carriers. Many of our SaaS contracts with carriers provide for revenue sharing arrangements, but we have little control over the pricing decisions of our carrier customers. Furthermore, most of these contracts do not provide for guaranteed minimum payments or usage levels. Because most of our carrier customer contracts are nonexclusive, it is possible that our mobile carrier customers could purchase similar services from third parties and cease to use our services in the future. As a result, our revenue derived under these agreements could be substantially reduced depending on the pricing and usage decisions of our carrier customers. In addition, some of our SaaS contracts require us to incur significant set-up costs prior to the launch of services with a carrier customer. In the fourth quarter of 2011, we reduced our forecast for profitability associated with certain carrier customer contracts for which the total costs exceeded the total revenue we expect to recognize from these contracts, and as a result, we recorded impairment of deferred costs totaling $20.0 million. We cannot provide assurance that we will not record additional impairments or other charges in future periods related to our carrier customer contracts, which would negatively impact our results of operations.

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In addition, none of our SaaS contracts with carriers obligates our carrier customers to market or distribute any of our SaaS offerings. Despite the lack of marketing commitments, revenue related to our SaaS offerings is, to a large extent, dependent upon the marketing and promotion activities of our carrier customers. In addition, many of our carrier contracts are short term and allow for early termination by the carrier with or without cause. These contracts are therefore subject to renegotiation of pricing or other key terms that could be adverse to our interests and leave us vulnerable to non-renewal by the carriers. The loss of carrier customers, a reduction in marketing or promotion of our SaaS offerings, or the termination, non-renewal or renegotiation of contract terms that are less favorable to us would likely result in the loss of future revenues from our SaaS offerings.

Finally, nearly all of our carrier contracts obligate us to indemnify the carrier customer for certain liabilities and losses incurred by them, including liabilities resulting from third party claims for damages that arise out of the use of our technology. These indemnification terms provide us with certain procedural safeguards, including the right to control the defense of the indemnified party. Pursuant to these indemnifications obligations, we have agreed to control the defense on behalf of three of our carrier customers related to pending patent infringement proceedings, and we are vigorously defending them. These pending proceedings or future claims against which we may be obligated to defend our carrier customers could result in payments that could materially harm our business or our consolidated financial statements.

A majority of the revenue that we generate in our Core Products business segment is dependent upon our relationship with a few customers, including SK Telecom and Verizon; any deterioration of these relationships could materially harm our business.

We generate a significant portion of our revenue from sales of our mobile entertainment services to a few of our mobile carrier customers, including SK Telecom, a leading wireless carrier in South Korea. In the near term, we expect that we will continue to generate a significant portion of our total revenue from these customers, particularly SK Telecom and Verizon. If these customers fail to market or distribute our services or terminate their business contracts with us, or if our relationships with these customers deteriorate in any significant way, we may be unable to replace the affected business arrangements with acceptable alternatives. Our relationship with SK Telecom may also be affected by the general state of the economy of South Korea. Failure to maintain our relationships with these customers could have a material negative impact on our revenue and operating results.

Our businesses face substantial competitive and other challenges that may prevent us from being successful in, and negatively impact future growth in, those businesses.

Many of our current and potential competitors in our businesses have longer operating histories, greater name recognition, more employees and significantly greater resources than we do. To effectively compete in the markets for our products and services, we may experience the following consequences, any of which would adversely affect our operating results and the trading price of our stock:

- reduced prices or margins,
- loss of current and potential customers, or partners and potential partners who provide content we distribute to our customers,
- changes to our products, services, technologies, licenses or business practices or strategies,
- lengthened sales cycles,
- industry-wide changes in content distribution to customers or in trends in consumer consumption of digital media products and services,
- pressure to prematurely release products or product enhancements, or

degradation in our stature or reputation in the market.

In addition, we face the following competitive risks relating to our businesses:

Our SuperPass subscription service faces competition from a broad variety of entertainment sources, including traditional media outlets and emerging Internet media sources. We expect this competition to continue to be intense as the market and business models for Internet video content mature and more competitors enter these new markets. Competing services may be able to obtain better or more favorable access to compelling video content than us, may develop better offerings than us and may be able to leverage other assets or technologies to promote or distribute their offerings successfully. Our RealPlayer software services compete with alternative streaming media playback technologies and audio and video formats including Microsoft Windows Media Player and Adobe Flash and their related file formats, each of which has obtained very broad market penetration. In addition, our overall ability to sell subscription services depends in part on the use of our formats on the Internet, and declines in the use of our formats have negatively affected, and are expected to continue to negatively affect, our subscription revenue and increase costs of obtaining new subscribers. If we are unable to compete successfully, including through the introduction of compelling new products and services, our SuperPass and RealPlayer businesses could continue to decline.

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Our GameHouse, Zylom and Atrativa branded services compete with other online aggregators and distributors of online, downloadable and social casual PC games. Some of these competitors have high volume distribution channels and greater financial resources than we do. Our Games business also competes with many other smaller companies that may be able to adjust to market conditions, including responding effectively to the growing popularity of casual games on social networks, faster than us. We also face significant price competition in the casual games market, and some of our competitors may be able to lower prices more aggressively than us. We expect competition to intensify in this market from these and other competitors. We cannot provide assurance that we will be able to achieve growth in our revenue, particularly as we continue to invest in social and mobile games as the market for these games continues to rapidly evolve. Our games development studios compete primarily with other developers of online, downloadable, mobile and social casual PC games and must continue to develop popular and high-quality game titles. Our Games business must also continue to execute on opportunities to expand the play of our games on a variety of non-PC platforms, including social networks, in order to maintain our competitive position and to grow the business.

We may not be successful in maintaining and growing our distribution of digital media products.

Maintaining and growing the distribution of digital media products through our websites and our other distribution channels is important to our future prospects, including future growth through the introduction of new products and services distributed through these channels. We cannot predict whether consumers will continue to download and use our digital media products consistent with past usage, which may reduce our ability to generate revenue from those products as well as result in lower than expected adoption of newly introduced products and services. Our inability to maintain continued high volume distribution of our digital media products could also hold back the growth and development of related revenue streams from these market segments, including the distribution of third-party products and sales of our subscription services, and therefore could harm our business and our prospects. Our revenue from the distribution of third-party products will also be negatively impacted if those products are not widely downloaded by consumers, including due to the relative market saturation of such products. In addition, our revenue from the distribution of third party products is currently significantly dependent on a single customer contract. If that contract is not renewed or terminated and cannot be replaced by another similar customer contract, our financial results would be harmed.

Our operating results are difficult to predict and may fluctuate, which may contribute to volatility in our stock price.

The trading price for our common stock has been volatile, ranging from $6.88 to $14.36 per share during the 52-week period ended June 30, 2012. As a result of the rapidly changing markets in which we compete, our operating results may fluctuate from period-to-period, which may continue to contribute to the volatility of our stock price. In past periods, our operating results have been affected by personnel reductions and related charges, charges relating to losses on excess office facilities, restructuring charges and impairment charges for certain of our equity investments, goodwill and other long-lived assets. Our operating results may be adversely affected by similar or other charges or events in future periods, including, but not limited to:

- impairments of long-lived assets,
- integrating and operating newly acquired businesses and assets, and
- the general difficulty in forecasting our operating results and metrics, which could result in actual results that differ significantly from expected results.

Certain of our product and service investment decisions (for example, research and development and sales and marketing efforts) are based on predictions regarding business and the markets in which we compete. Fluctuations in our operating results, particularly when experienced beyond what we expected, could cause the trading price of our stock to continue to fluctuate.

Continued loss of revenue from some of our subscription services may harm our operating results.

Our operating results could be adversely impacted by the loss of subscription revenue. Subscribers may cancel their subscriptions to our services for many reasons, including a perception that they do not use the services sufficiently or that the service does not provide enough value, a lack of attractive or exclusive content generally or as compared with competitive service offerings, or because customer service issues are not satisfactorily resolved. Revenue from our SuperPass subscription service has declined in recent periods due in part to our focus on other products and services we offer, and we expect this trend to continue. For the subscription services we offer, we must continue to obtain compelling digital media content for our video and games services in order to maintain and increase usage and overall customer satisfaction for these products. Our operating results may be negatively impacted if we cannot obtain content for our subscription services on commercially reasonable terms.

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Government regulation of the Internet is evolving, and unfavorable developments could have an adverse affect on our operating results.

We are subject to regulations and laws specific to the marketing, sale and delivery of goods and services over the Internet. These laws and regulations cover taxation, user privacy, data collection and protection, copyrights, electronic contracts, sales procedures, automatic subscription renewals, credit card processing procedures, consumer protections, broadband Internet access and content restrictions. We cannot guarantee that we have been or will be fully compliant in every jurisdiction, as it is not entirely clear how existing laws and regulations governing issues such as privacy, taxation and consumer protection apply or will be enforced with respect to the products and services we sell through the Internet. Moreover, as Internet commerce continues to evolve, increasing regulation and/or enforcement efforts by federal, state and foreign agencies and the prospects for private litigation claims related to our data collection, privacy policies or other e-commerce practices become more likely. In addition, the adoption of any laws or regulations or the imposition of other legal requirements that adversely affect our ability to market, sell, and deliver our products and services could decrease demand for our service offerings, resulting in lower revenue. Future regulations, or changes in laws and regulations or their existing interpretations or applications, could also require us to change our business practices, raise compliance costs or other costs of doing business and result in additional historical or future liabilities for us, resulting in adverse impacts on our business and our operating results.

As a consumer-facing business, we receive complaints from our customers regarding our consumer marketing efforts and our customer service practices. Some of these customers may also complain to government agencies, and from time to time, those agencies have made inquiries to us about these practices. On May 24, 2012, we resolved an investigation and complaint filed against us by the Washington State Office of the Attorney General (Washington AG) relating to our consumer marketing practices through the entry of a consent decree filed in King County, Washington Superior Court. The consent decree provides for injunctive relief related to certain consumer marketing practices, for consumer restitution of up to $2.0 million, and for payment of the Washington AG s costs and attorneys fees in the amount of $0.4 million. While we have resolved this matter, we cannot provide assurances that the Washington AG or other governmental agencies will not bring future claims regarding our marketing or other consumer practices. On May 24, 2012, a putative class action lawsuit was filed in Illinois federal court by an individual consumer subscriber to one of our subscription products. The lawsuit asserts that certain online marketing practices of our marketing affiliates violate federal and state laws. While we are vigorously defending ourselves against this lawsuit, the outcome of this suit remains uncertain, and this and other potential lawsuits could ultimately result in significant legal expenses, monetary damages, penalties or injunctive relief against us that could have a material adverse impact on our future consolidated financial statements.

Uncertainty and adverse conditions in the economy could have a material adverse impact on our business, financial condition and results of operations.

Weaknesses in the national and global economy has resulted in recent years in a decline in overall consumer and corporate spending, declines in consumer and corporate access to credit, fluctuations in foreign exchange rates, declines in the value of assets and increased liquidity risks, all of which could materially impact our business, financial condition and results of operations. We provide digital entertainment services to consumers directly and indirectly through our carrier customers. Consumers may consider the purchase of our products and services to be a discretionary expenditure. As a result, consumers considering whether to purchase our products or services may be influenced by macroeconomic factors that affect consumer spending such as unemployment, conditions in the residential real estate and mortgage markets and access to credit when making a determination whether to commence, continue, or stop subscribing to or otherwise purchasing our products and services. In addition, businesses may reduce their advertising spending during adverse macroeconomic conditions, which would negatively impact the revenue we generate through sales of advertising on our websites and other properties. We recorded impairments to our assets in 2008 and 2009 due in part to weakness in the global economy, and if there is a sustained period of significant weakness or uncertainty in the global economy, we may need to record additional impairments to our assets in future periods. If any of these risks are realized, we may experience a material adverse impact on our financial condition and results of operations.

Our restructuring efforts may not yield the anticipated benefits to our shareholders.

We have been restructuring the operating and overhead costs of, and taking other measures to simplify, our business and operations. We have never before pursued initiatives to this extent and there is no assurance that our efforts will be successful. Our business and operations may be harmed to the extent there is customer or employee uncertainty surrounding the future direction of our product and service offerings and strategy for our businesses. Our restructuring activities have included implementing cost-cutting initiatives, which could materially impact our ability to compete in future periods. If we have not effectively re-aligned the cost structure of our remaining businesses or otherwise do not execute effectively on our strategic plans, our stock price may be adversely affected, and we and our shareholders will not realize the anticipated financial, operational and other benefits from such initiatives.

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The restructuring of Rhapsody may not yield the anticipated benefits to us or to Rhapsody.

On March 31, 2010, we completed the restructuring transactions of our digital audio music service joint venture, Rhapsody America LLC (Rhapsody). As a result of the restructuring, we no longer have operational control over Rhapsody and Rhapsody s operating performance is no longer consolidated with our condensed consolidated financial statements. We believe the restructuring will provide Rhapsody with the financial, intellectual property and other key assets, and the operational flexibility to compete more effectively in the digital music market. Rhapsody s inability to operate and compete effectively as an independent company could adversely impact its financial condition and results of operations, which in turn could materially impact our reported net income (loss) in future periods. In addition, Rhapsody has generated losses since its inception, and the new structure may not alter this trend. If Rhapsody continues to incur losses, or if it otherwise experiences a significant decline in its business, we may incur a loss on our investment, which could have a material adverse effect on our financial condition and results of operations.

Given the current proportion of the outstanding equity of Rhapsody that we hold, we need to receive Rhapsody s unaudited quarterly financial statements in order to timely prepare our quarterly consolidated financial statements and also to report certain of Rhapsody s financial results, as may be required, in our quarterly reports on Form 10-Q. In addition, we may be required to include Rhapsody s annual audited financial statements in our annual report on Form 10-K in future periods. As we no longer exert operational control over Rhapsody, we cannot guarantee that Rhapsody will deliver its financial statements to us in a timely manner, or at all, or that the unaudited financial statement information provided by Rhapsody will not contain inaccuracies that are material to our reported results. Any failure to timely obtain Rhapsody s quarterly financial statements or to include its audited financial statements in our future annual reports on Form 10-K, if required, could cause our reports to be filed in an untimely manner, which would preclude us from utilizing certain registration statements and could negatively impact our stock price.

We depend upon our executive officers and key personnel, but may be unable to attract and retain them, which could significantly harm our business and results of operations.

Our success depends on the continued employment of certain executive officers and key employees. In January 2010, Rob Glaser, our founder and the only Chief Executive Officer in our history, resigned as Chief Executive Officer, but remained the Chairman of our Board of Directors. In March 2011, Robert Kimball resigned as Chief Executive Officer and Michael Lunsford was appointed as Interim Chief Executive Officer. In November 2011, Thomas Nielsen was appointed as our President and Chief Executive Officer. In July 2012, Thomas Nielsen resigned as President and Chief Executive Officer and Robert Glaser was appointed as interim Chief Executive Officer. Accordingly, we are experiencing our fourth transition at the Chief Executive Officer level in approximately two and one-half years. We cannot provide assurance that we will effectively manage these transitions, which may impact our ability to retain our remaining key executive officers and which could harm our business and operations to the extent there is customer or employee uncertainty arising from these transitions.

Our success is also dependent upon our ability to identify, attract and retain highly skilled management, technical and sales personnel. Qualified individuals are in high demand and competition for such qualified personnel in our industry, particularly engineering talent, is intense, and we may incur significant costs to attract or retain them. Our ability to attract and retain personnel may also be made more difficult by the uncertainty created by the recent changes at our Chief Executive Officer position. There can be no assurance that we will be able to attract and retain the key personnel necessary to sustain our business or support future growth.

Acquisitions and divestitures involve costs and risks that could harm our business and impair our ability to realize potential benefits from these transactions.

As part of our business strategy, we have acquired and sold technologies and businesses in the past and expect that we will continue to do so in the future. The failure to adequately manage transaction costs and address the financial, legal and operational risks raised by acquisitions and divestitures of technology and businesses could harm our business and prevent us from realizing the benefits of these transactions. In addition, we may identify and acquire target companies, but those companies may not be complementary to our current operations and may not leverage our existing infrastructure or operational experience, which may increase the risks associated with completing acquisitions.

Transaction-related costs and financial risks related to completed and potential future purchase or sale transactions may harm our financial position, reported operating results, or stock price. Previous acquisitions have resulted in significant expenses, including amortization of purchased technology, amortization of acquired identifiable intangible assets and the incurrence of charges for the impairment of goodwill and other intangible assets, which are reflected in our operating expenses. New acquisitions and any potential additional future impairment of the value of purchased assets, including goodwill, could have a significant negative impact on our future operating results.

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Purchase and sale transactions also involve operational risks that could harm our existing operations or prevent realization of anticipated benefits from a transaction. These operational risks include:

- difficulties and expenses in assimilating the operations, products, technology, information systems, and/or personnel of the acquired company;
- retaining key management or employees of the acquired company;
- entrance into unfamiliar markets, industry segments, or types of businesses;
- operating, managing and integrating acquired businesses in remote locations or in countries in which we have little or no prior experience;
- diversion of management time and other resources from existing operations;
- impairment of relationships with employees, affiliates, advertisers or content providers of our business or acquired business; and
- assumption of known and unknown liabilities of the acquired company, including intellectual property claims.

We may be unable to adequately protect our proprietary rights or leverage our technology assets, and may face risks associated with third-party claims relating to intellectual property rights associated with our products and services.

Our ability to compete across our businesses partly depends on the superiority, uniqueness and value of our technology, including both internally developed technology and technology licensed from third parties. To protect our proprietary rights, we rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with our employees and third parties, and protective contractual provisions. Our efforts to protect our intellectual property rights may not assure our ownership rights in our intellectual property, protect or enhance the competitive position of our products and services or effectively prevent misappropriation of our technology. We also routinely receive challenges to our trademarks and other proprietary intellectual property that we are using in our business activities in China. Disputes regarding the validity and scope of patents or the ownership of technologies and rights associated with streaming media, digital distribution, and online businesses are common and likely to arise in the future. While we sold to Intel Corporation (Intel) most of our patents, including patents that covered streaming media, we agreed to indemnify Intel for certain third-party infringement claims against these patents up to the purchase price we received in the sale. We may also be forced to litigate to enforce or defend our patents and other intellectual property rights or to determine the validity and scope of other parties   proprietary rights, enter into royalty or licensing agreements on unfavorable terms or redesign our product features and services. Any such dispute would likely be costly and distract our management, and the outcome of any such dispute could fail to improve our business prospects or otherwise harm our business.

From time to time we receive claims and inquiries from third parties alleging that our technology may infringe the third parties   proprietary rights, especially patents. Third parties have also asserted and most likely will continue to assert claims against us alleging contract breaches, infringement of copyrights, trademark rights, trade secret rights or other proprietary rights, or alleging unfair competition or violations of privacy rights. These claims, even if not meritorious, could force us to spend significant financial and managerial resources. Given the broad distribution of some of our consumer products, any individual claim related to those products could give rise to liabilities that may be material to us. On July 3, 2012, VoiceAge Corporation brought a lawsuit against us alleging breach of our obligation to pay them licensing fees under our patent license agreement with VoiceAge and seeking a material amount in damages. While we are vigorously defending ourselves against these claims, the outcome of this lawsuit remains uncertain and could ultimately result in significant legal expenses, monetary damages, penalties or injunctive relief against us that could have a material adverse impact on our future consolidated financial statements. We are also investigating or litigating other pending claims, some of which are described in Note 14, Commitments and Contingencies to Condensed Consolidated Financial Statements included in Part I, Item 1 of this report. In the event of a determination adverse to us, we may incur substantial monetary liability and/or be required to change our business practices. In addition, we recently sold substantially all of our patent assets to Intel. We believe that our patent portfolio may have in the past discouraged third parties from bringing infringement or other claims against us relating to the use of our technologies in our business. Accordingly, we cannot predict whether the sale of these patent assets to Intel will result in additional infringement or other claims against us from third parties.

Our business and operating results will suffer if our systems or networks fail, become unavailable, unsecured or perform poorly so that current or potential users do not have adequate access to our products, services and websites.

Our ability to provide our products and services to our customers and operate our business depends on the continued operation and security of our information systems and networks. A significant or repeated reduction in the performance, reliability, security or availability of our information systems and network infrastructure could harm our ability to conduct our business, and harm our reputation and ability to attract and retain users, customers, advertisers and content providers. We have on occasion experienced system errors and failures that caused interruption in availability of products or content or an increase in response time. Problems with our systems and networks could result from our failure to adequately maintain and enhance these systems and networks, natural disasters and similar events, power failures, HVAC failures, intentional actions to disrupt our systems and networks and many other causes. The vulnerability of a large portion of our computer and communications infrastructure is enhanced because much of it is located at two leased facilities in Seattle, Washington, an area that is at heightened risk of earthquake, flood, and volcanic events. Many of our services do not currently have fully redundant systems or a formal disaster recovery plan, and we may not have adequate business interruption insurance to compensate us for losses that may occur from a system outage.

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The growth of our business is dependent in part on successfully managing our international operations.

Our international operations involve risks inherent in doing business globally, including difficulties in managing operations due to distance, language, and cultural differences, local economic conditions, different or conflicting laws and regulations, taxes, and exchange rate fluctuations. The functional currency of our foreign subsidiaries is the local currency of the country in which each subsidiary operates. We translate our subsidiaries revenues into U.S. dollars in our financial statements, and continued volatility in foreign exchange rates, particularly if the U.S. dollar strengthens against the euro or the Korean won, may result in lower reported revenue or net assets in future periods. Our foreign currency exchange risk management program reduces, but does not eliminate, the impact of currency exchange rate movements. If we do not effectively manage any of the risks inherent in running our international businesses, our operating results and financial condition could be harmed.

We may be subject to market risk and legal liability in connection with our data collection and data security capabilities.

Many of our products are interactive Internet applications that by their very nature require communication between a client and server to operate. For example, to provide better consumer experiences and to operate effectively, our products send information, including personally identifiable information, to our servers. In addition, we sell many of our products and services through online sales transactions directly with consumers, through which we collect and store credit card information. In connection with our direct sales to consumers, we may be the victim of fraudulent transactions, including credit card fraud, which presents a risk to our revenue and potentially disrupts service to our consumers. While we take measures to protect our consumer data, we have experienced unauthorized access to our consumer data in the past, and it is possible that our security controls over consumer data may not prevent future improper access or disclosure of credit card information or personally identifiable information. We have an extensive privacy policy concerning the collection, use and disclosure of user data involved in interactions between our client and server products. A security breach that leads to disclosure of consumer account information (including personally identifiable information) or any failure by us to comply with our posted privacy policy or existing or new legislation regarding privacy issues could harm our reputation, impact the market for our products and services, subject us to litigation, and require us to expend significant resources to mitigate the breach of security, comply with breach notification laws or address related matters. In addition, we will also need to maintain compliance with the Payment Card Industry (PCI) compliance standard for data security, which we recently achieved, in connection with our use of credit card services for payment. If we fail to maintain the PCI compliance standards we may be subject to substantial monetary penalties and we could lose the ability to accept credit card payments for transactions with our customers. Any of these consequences could materially harm our business or our consolidated financial statements.

Changes in regulations applicable to the Internet and e-commerce that increase the taxes on the services we provide could materially harm our business and operating results.

As Internet commerce continues to evolve, increasing taxation by state, local or foreign tax authorities becomes more likely. For example, taxation of electronically delivered products and services or other charges imposed by government agencies may also be imposed. We believe we collect transactional taxes and are compliant and current in all jurisdictions where we believe we have a collection obligation for transaction taxes. Any regulation imposing greater taxes or other fees for products and services could result in a decline in the sale of products and services and the viability of those products and services, harming our business and operating results. A successful assertion by one or more states or foreign tax authorities that we should collect and remit sales or other taxes on the sale of our products or services could result in substantial liability for past sales.

In those countries where we have taxable presence, we collect value added tax, or VAT, on sales of electronically supplied services provided to European Union residents. The collection and remittance of VAT subjects us to additional currency fluctuation risks.

We may be subject to additional income tax assessments.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes, income taxes payable, and net deferred tax assets. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different than that which is reflected in our historical financial statements. An audit or litigation can result in significant additional income taxes payable in the U.S. or foreign jurisdictions which could have a material adverse effect on our financial condition and results of operations.

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Our Chairman of the Board and interim Chief Executive Officer beneficially owns approximately 37% of our stock, which gives him significant control over certain major decisions on which our shareholders may vote or may discourage an acquisition of us.

Robert Glaser, our Chairman of the Board and interim Chief Executive Officer, beneficially owns approximately 37% of our common stock. As a result, Mr. Glaser and his affiliates will have significant influence to:

- elect or defeat the election of our directors;
- amend or prevent amendment of our articles of incorporation or bylaws;
- effect or prevent a merger, sale of assets or other corporate transaction; and
- control the outcome of any other matter submitted to the shareholders for vote.

At our 2010 annual meeting of shareholders, Mr. Glaser withheld votes of his shares of our common stock with respect to the election of four of our directors, including three of our incumbent directors and Robert Kimball, our former President and Chief Executive Officer. Although these four directors were re-elected, none of them received approval of a majority of the votes cast. The stock ownership of Mr. Glaser and his affiliates may discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of RealNetworks, which in turn could reduce our stock price or prevent our shareholders from realizing a premium over our stock price.

Provisions of our charter documents, Shareholder Rights Plan, and Washington law could discourage our acquisition by a third-party.

Our articles of incorporation provide for a strategic transaction committee of the board of directors. Without the prior approval of this committee, and subject to certain limited exceptions, the board of directors does not have the authority to:

- adopt a plan of merger;
- authorize the sale, lease, exchange or mortgage of assets representing more than 50% of the book value of our assets prior to the transaction or on which our long-term business strategy is substantially dependent;
- authorize our voluntary dissolution; or
- take any action that has the effect of any of the above.

In addition, Mr. Glaser has special rights under our articles of incorporation to appoint or remove members of the strategic transaction committee at his discretion that could make it more difficult for RealNetworks to be sold or to complete another change of control transaction without Mr. Glaser s consent. RealNetworks has also entered into an agreement providing Mr. Glaser with certain contractual rights relating to the enforcement of our charter documents and Mr. Glaser s roles and authority within RealNetworks. These rights and his role as Chairman of the Board of Directors, together with Mr. Glaser s significant beneficial ownership, create unique potential for concentrated influence of Mr. Glaser over potentially material transactions involving RealNetworks and decisions regarding the future strategy and leadership of RealNetworks.

We have adopted a shareholder rights plan, which was amended and restated in December 2008, which provides that shares of our common stock have associated preferred stock purchase rights. The exercise of these rights would make the acquisition of RealNetworks by a third-party more expensive to that party and has the effect of discouraging third parties from acquiring RealNetworks without the approval of our board of directors, which has the power to redeem these rights and prevent their exercise.

Washington law imposes restrictions on some transactions between a corporation and certain significant shareholders. The foregoing provisions of our charter documents, shareholder rights plan, our agreement with Mr. Glaser, and Washington law, as well as our charter provisions that provide for a classified board of directors and the availability of blank check preferred stock, could have the effect of making it more difficult or more expensive for a third-party to acquire, or of discouraging a third-party from attempting to acquire, control of us. These provisions may therefore have the effect of limiting the price that investors might be willing to pay in the future for our common stock.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable

(b) Not applicable

(c) Not applicable

Item 3. Default Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None

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Item 6. Exhibits

Exhibits Required by Item 601 of Regulation S-K

Exhibit Number	Description
10.1*	Separation Agreement and Release between RealNetworks, Inc. and Thomas Nielsen dated July 3, 2012
31.1	Certification of Robert Glaser, Chairman and interim Chief Executive Officer of RealNetworks, Inc., Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Tim M. Wan, Chief Financial Officer and Treasurer of RealNetworks, Inc., Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Robert Glaser, Chairman and interim Chief Executive Officer of RealNetworks, Inc., Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
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101.SCH**	XBRL Taxonomy Extension Schema Document
101.CAL**	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB**	XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document

* Executive Compensation Plan or Agreement.

** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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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, thereunto duly authorized, on August 9, 2012.

REALNETWORKS, INC.

By: /s/ Tim M. Wan
Tim M. Wan
Title: **Chief Financial Officer and Treasurer**

(Principal Financial and Accounting Officer)

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