

RealD Inc.
Form 8-K
November 22, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (date of earliest event reported): **November 22, 2010**

RealD Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-34818
(Commission File Number)

77-0620426
(IRS Employer
Identification No.)

100 N. Crescent Drive, Suite 120
Beverly Hills, CA
(Address of principal executive offices)

90210
(Zip Code)

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(310) 385-4000

(Registrant's telephone number, including area code)

NA

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On November 22, 2010, RealD Inc. (or the Company) issued a press release reporting the filing of a registration statement with the Securities and Exchange Commission for a proposed secondary public offering of 7,815,001 shares of its common stock. All of the shares are being sold by existing stockholders of the Company. In addition, the underwriters will have a 30-day option to purchase from certain selling stockholders up to an additional 1,172,250 shares of common stock to cover over-allotments, if any. The Company is not selling any shares of common stock in this offering and will not receive any proceeds from the sale of shares by the selling stockholders. The press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is attached to this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Press release, dated November 22, 2010, entitled RealD Inc. Announces Filing of Registration Statement for Secondary Offering of Common Stock by Existing Stockholders.

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.

RealD Inc.

By:

/s/ Craig Gatarz
Craig Gatarz
Executive Vice President and General Counsel

Date: November 22, 2010