

# **ACTIVISION BLIZZARD, INC.**

Reported by  
**KOTICK ROBERT A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/25/16 for the Period Ending 11/22/16

Address	3100 OCEAN PARK BLVD SANTA MONICA, CA 90405
Telephone	3102552000
CIK	0000718877
Symbol	ATVI
SIC Code	7372 - Prepackaged Software
Industry	Toys & Juvenile Products
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

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

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Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>KOTICK ROBERT A</b>		<b>Activision Blizzard, Inc. [ ATVI ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O ACTIVISION BLIZZARD, INC., 3100 OCEAN PARK BOULEVARD</b>		<b>11/22/2016</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SANTA MONICA, CA 90405</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.000001 per share	10/11/2016		G		100	D	\$0	796949	D	
Common Stock, par value \$0.000001 per share	11/22/2016		A		1513317 (1)	A	\$0	2310266 (2)	D	
Common Stock, par value \$0.000001 per share								12561811 (3)	I	By ASAC II LLC (4)
Common Stock, par value \$0.000001 per share								243400 (3)	I	By ASAC 427 LLC (5)
Common Stock, par value \$0.000001 per share								1610000	I	See footnote (6)
Common Stock, par value \$0.000001 per share								9600	I	By UTMAs for the benefit of minor children

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- ( This grant was for 1,513,317 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The
- number assumes maximum performance; target performance would result in a release of 605,327 shares of the Company's common stock. These performance-vesting restricted share units vest in accordance with Mr. Kotick's employment agreement with the Company, dated as of November 22, 2016 and effective as of October 1, 2016, and filed as an exhibit to the Form 8-K filed by the Company on November 25, 2016.
  - Following the transactions reported on this Form 4, Mr. Kotick directly held (a) 796,949 shares of the Company's common stock and (b) 1,513,317 restricted stock units with vesting tied to performance, each representing the right to receive one share of the Company's common stock.
  - Reflects the pro rata distribution of 486,800 shares of the Company's common stock by ASAC II LLC to its members, ASAC TJKS LLC and ASAC 427 LLC, on November 9, 2016.
  - Mr. Kotick and Brian G. Kelly are the managers of ASAC II LLC. Mr. Kotick disclaims beneficial ownership of the Company's common stock held by ASAC II LLC except to the extent of his pecuniary interest therein.

5) Mr. Kotick disclaims beneficial ownership of the Company's common stock held by ASAC 427 LLC except to the extent of his pecuniary interest therein.

6) These shares are held by grantor retained annuity trusts for the benefit of Mr. Kotick's children, of which Mr. Kotick is the trustee.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KOTICK ROBERT A C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405</b>	<b>X</b>		<b>President &amp; CEO</b>	

**Signatures**

/s/ Robert A. Kotick

11/25/2016

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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