

ACTIVISION BLIZZARD, INC.

Reported by
KELLY BRIAN G

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**

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or 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 * KELLY BRIAN G (Last) (First) (Middle) C/O ACTIVISION BLIZZARD, INC., 3100 OCEAN PARK BOULEVARD (Street) SANTA MONICA, CA 90405 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Activision Blizzard, Inc. [ATVI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/22/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
		4. If Amendment, Date Original Filed (MM/DD/YYYY) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	11/22/2016		A		3923 (1)	A	\$0	296852 (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								1330199	I	By the 115190D Trust
Common Stock, par value \$0.000001 per share								1344617 (3)	I	By ASAC TJKS LLC (5)
Common Stock, par value \$0.000001 per share								486333	I	The Kelly Descendants 2016 Trust (6)

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 3,923 restricted stock units, each representing the right to receive one share of the Company's common stock, which vest in four equal
- 1) installments on each of February 22, May 22, August 22 and November 22, 2017.
- (Following the transactions reported on this Form 4, Mr. Kelly directly owns (a) 292,929 shares of the Company's common stock and (b) 3,923 restricted share
- 2) units, 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
- 3) LLC, on November 9, 2016.
- (Robert A. Kotick and Mr. Kelly are the managers of ASAC II LLC. Mr. Kelly disclaims beneficial ownership of the Company's common stock held by ASAC
- 4) II LLC except to the extent of his pecuniary interest therein.
- (Mr. Kelly disclaims beneficial ownership of the Company's common stock held by ASAC TJKS LLC except to the extent of his pecuniary interest therein.
- 5)
- (These securities were decanted from a grantor retained annuity trust, of which Mr. Kelly is the annuitant beneficiary and his wife, Joelle Kelly, is the trustee,
- 6) to the Kelly Descendants 2016 Trust on September 14, 2016.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY BRIAN G C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	X			

Signatures

/s/ Brian G. Kelly

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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