

Activision Blizzard, Inc.
Form 4
April 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOTICK ROBERT A

(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
(Month/Day/Year)
03/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 | (D) | Price |
| Common Stock, par value \$0.000001 per share | 03/31/2016 | | D ⁽¹⁾ | | 223,338 | D | \$ 0 |
| Common Stock, par value \$0.000001 per share | 03/31/2016 | | F ⁽²⁾ | | 629,629 | D | \$ 33.84 |
| | 04/01/2016 | | F ⁽³⁾ | | 17,924 | D | 3,531,672 ⁽⁴⁾ |

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| | | | | |
|--|-------------|---|--|---|
| Common Stock, par value \$0.000001 per share | \$ 34.42 | | | |
| Common Stock, par value \$0.000001 per share | 171,968,042 | I | | By ASAC II LP ⁽⁵⁾ |
| Common Stock, par value \$0.000001 per share | 9,600 | I | | by UTMA's for the benefit of minor children |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOTICK ROBERT A C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD | X | X | President & CEO | |

SANTA MONICA, CA 90405

Signatures

/s/ Robert A.
Kotick

04/04/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) As of March 31, 2016, the performance conditions underlying these performance shares were not met and, on that date, they were cancelled.

(2) On March 31, 2016, 1,206,641 performance shares held by Mr. Kotick vested and, as allowed under the terms of his performance share agreement, the Company withheld 629,629 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

(3) On April 1, 2016, 34,350 restricted share units held by Mr. Kotick vested and, as allowed under the terms of his restricted share unit agreement, the Company withheld 17,924 shares otherwise deliverable to him to satisfy the resulting tax withholding obligations.

(4) Following the transaction reported on this Form 4, Mr. Kotick directly held (a) 103,050 restricted share units, each representing the right to receive a share of the Company's common stock and (b) 3,428,622 shares of the Company's common stock.

(5) ASAC II LLC is the general partner of ASAC II LP. 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 LP except to the extent of his pecuniary interest therein.

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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