

KOTICK ROBERT A
 Form 4
 January 02, 2019

FORM 4

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

OMB APPROVAL

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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)
12/28/2018

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)
Chief Executive Officer

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)
Common Stock, par value \$0.000001 per share	12/28/2018		A	(A) 267,095 (1)	A \$ 0 4,271,235	D	
Common Stock, par value \$0.000001 per share	12/28/2018		A	(A) 135,575 (2)	A \$ 0 4,406,810 (3)	D	

1 I

Common Stock, par value \$0.000001 per share							By ASAC II LLC ⁽⁴⁾
Common Stock, par value \$0.000001 per share				7,200		I	By UTMAs for the benefit of minor children ⁽⁵⁾
Common Stock, par value \$0.000001 per share				221,288		I	By GRATs ⁽⁶⁾

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

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(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 Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOTICK ROBERT A C/O ACTIVISION BLIZZARD, INC.	X		Chief Executive Officer	

3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

Signatures

/s/ Robert A.
Kotick

01/02/2019

**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) This grant was for 267,095 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 106,838 shares of the Company's common stock. These performance-vesting restricted stock units will vest on March 31, 2023, based upon the level of performance measured by reference to the Company's cumulative earnings per share for 2020, 2021 and 2022. This award is subject to immediate vesting if the terms set forth in Section 12 of Mr. Kotick's employment agreement with the Company, which is filed as an exhibit to the Form 8-K filed by the Company on November 25, 2016, are met.

(2) This grant was for 135,575 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 54,230 shares of the Company's common stock. These performance-vesting restricted stock units vest on March 31, 2022, based upon the level of performance measured by reference to the Company's relative total shareholder return during a performance period from the grant date through December 31, 2021. This award is subject to immediate vesting if the terms set forth in Section 12 of Mr. Kotick's employment agreement with the Company, which is filed as an exhibit to the Form 8-K filed by the Company on November 25, 2016, are met.

(3) Following the transactions reported on this Form 4, the reporting person directly held (a) 1,906,917 shares of the Company's common stock and (b) 2,499,893 restricted stock units with vesting tied to performance, each representing the right to receive one share of the Company's common stock.

(4) The reporting person and Brian G. Kelly are the managers of ASAC II LLC. The reporting person disclaims beneficial ownership of the Company's common stock held by ASAC II LLC except to the extent of his pecuniary interest therein.

(5) The reporting person disclaims beneficial ownership of the Company's common stock held by these UTMAs except to the extent of his pecuniary interest therein.

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

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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