

KOTICK ROBERT A
 Form 4
 November 26, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
 Activision Blizzard, Inc. [ATVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
C/O ACTIVISION BLIZZARD, INC., 3100 OCEAN PARK BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2018

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA MONICA, CA 90405

(City) (State) (Zip)

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 | (A) or (D) | Price | |
| Common Stock, par value \$0.000001 per share | 06/21/2018 | | G | V | 90,000 ⁽¹⁾ | D | \$ 0 4,010,379 | D |
| Common Stock, par value \$0.000001 per share | 09/12/2018 | | G | V | 6,239 ⁽¹⁾ | D | \$ 0 4,004,140 ⁽²⁾ | D |
| | 11/20/2018 | | G | V | | D | \$ 0 221,288 | I |

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| | | | | |
|----------------------------------------------|-----------------------|-------|---|--------------------------------------------------------|
| Common Stock, par value \$0.000001 per share | 287,502 <u>(3)</u> | | | See footnote <u>(4)</u> |
| Common Stock, par value \$0.000001 per share | | 1 | I | By ASAC II LLC <u>(5)</u> |
| Common Stock, par value \$0.000001 per share | | 7,200 | I | By UTMAAs for the benefit of minor children <u>(6)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) |
|----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock, par value \$0.000001 per share | \$ 50.85 | 11/21/2018 | | A | 925,057 | 12/31/2022 ⁽⁷⁾ 11/21/2028 | Common Stock, par value \$0.000001 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chief Executive Officer | |

KOTICK ROBERT A
C/O ACTIVISION BLIZZARD, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

Signatures

/s/ Robert A.
Kotick

11/26/2018

__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) Represents a charitable gift/transfer of shares of the Company's common stock to a 501(c)(3) organization.

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) 2,097,223 restricted stock units with vesting tied to performance, each representing the right to receive one share of the Company's common stock.

(3) Represents the distribution of shares of the Company's common stock from grantor retained annuity trusts for the benefit of the reporting person's children, of which the reporting person is the trustee, to the 31427N Trust.

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

(5) 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.

(6) 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.

This award is subject to immediate vesting if the terms set forth in Section 12 of 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, are met.

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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