

Activision Blizzard, Inc.

Form 4

April 02, 2014

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

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

OMB APPROVAL

OMB
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(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)
03/31/2014

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	(A) or (D)	Price		
Common Stock, par value \$0.000001 per share	03/31/2014		D ⁽¹⁾		85,833	D	\$ 0	5,292,829	D
Common Stock, par value \$0.000001 per share	03/31/2014		F ⁽²⁾		427,847	D	\$ 20.44	4,864,982	D
	04/01/2014		F ⁽³⁾		17,924	D		4,847,058 ⁽⁴⁾	D

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Common Stock, par value \$0.000001 per share	\$ 20.69			
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 UTMAs 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

04/02/2014

__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, 2014, the performance conditions underlying there performance shares were not met and, on that date, the shares were cancelled.

(2) On March 31, 2014, 819,941 performance shares held by Mr. Kotick vested and, as allowed under the terms of his performance share agreement, the Company withheld 427,847 shares otherwise deliverable to him to satisfy the resulting tax withholding obligations.

(3) On April 1, 2014, 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 transactions reported on this Form 4, Mr. Kotick directly held (a) 927,450 restricted share units, each representing the right to receive a share of the Company's common stock, (b) 2,407,472 performance shares, each representing the right to receive a share of the Company's common stock, and (c) 1,512,136 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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