

KOTICK ROBERT A
Form 4
November 26, 2018

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

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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)
11/21/2018

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 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	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 (4)
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 UTMAs 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.

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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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
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	925,057

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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