

KOTICK ROBERT A  
Form 4  
January 02, 2019

**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  
Number: 3235-0287  
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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)  
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) 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<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$0.000001<br>per share | 12/28/2018                              |   | A                                       | 267,095<br>(1)  | A \$ 0 4,271,235   | D   |   |
| Common<br>Stock, par<br>value<br>\$0.000001<br>per share | 12/28/2018                              |   | A                                       | 135,575<br>(2)  | A \$ 0 4,406,810 (3)   | D   |   |

1

I

Common  
Stock, par  
value  
\$0.000001  
per share

By ASAC  
II LLC <sup>(4)</sup>

Common  
Stock, par  
value  
\$0.000001  
per share

7,200 I

By  
UTMAs  
for the  
benefit of  
minor  
children  
<sup>(5)</sup>

Common  
Stock, par  
value  
\$0.000001  
per share

221,288 I

By  
GRATs <sup>(6)</sup>

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address                   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| KOTICK ROBERT A<br>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 UTMA's 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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