

Activision Blizzard, Inc.
Form 4
November 09, 2016

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 *
Morhaime Michael

(Last) (First) (Middle)

C/O BLIZZARD
ENTERTAINMENT, 16215 ALTON
PARKWAY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2016

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)
Pres. & CEO-Blizzard Ent.

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 | 11/07/2016 | | A | 70,000 (1) | A \$ 0 276,665 (2) | D | |
| Common Stock, par value \$0.000001 per share | 11/07/2016 | | A | 1,644 (3) | A \$ 0 24,473 (4) | I | Securites held by Mr. Morhaime's wife |
| | | | | | 304,470 (5) | I | |

Common
Stock, par
value
\$0.000001
per share

See footnote
(6)

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Options | \$ 41.09 | 11/07/2016 | | A | 200,000 | <u>(7)</u> 11/07/2026 | Common Stock, par value \$0.000001 per share 200,0 |
| Employee Stock Options | \$ 41.09 | 11/07/2016 | | A | 2,756 | <u>(8)</u> 11/07/2026 | Common Stock, par value \$0.000001 per share 2,75 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morhaime Michael C/O BLIZZARD ENTERTAINMENT 16215 ALTON PARKWAY IRVINE, CA 92618 | | | Pres. & CEO-Blizzard Ent. | |

Signatures

/s/ Michael
Morhaime

11/09/2016

__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 70,000 restricted stock units, each representing the right to receive one share of the Company's common stock, one-third of which will vest on each of November 6, 2017, 2018 and 2019.
- (2) Following the transactions reported on this Form 4, Mr. Morhaime directly held 276,665 restricted stock units, each representing the right to receive one share of the Company's common stock.

This grant was for 1,644 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number assumes maximum performance; target performance would result in a release of 1,314 shares of the Company's common stock. The restricted stock units vest on March 30, 2020, based upon the level of performance measured by reference to the Company's operating income for 2017, 2018 and 2019.
- (3) Following the transactions reported on this form 4, Mr. Morhaime indirectly holds, through his wife, (a) 9,656 shares of the Company's common stock and (b) 14,817 restricted stock units, each representing the right to receive one share of the Company's common stock, 9,682 of which have performance-based vesting.
- (4) Mr. Morhaime indirectly holds (through the Michael Morhaime Revocable Trust) 304,470 shares of the Company's common stock.
- (5) These securities are held by the Michael Morhaime Revocable Trust.
- (6) One-third of these options vest on each of November 6, 2017, 2018 and 2019.
- (7) One-third of these options vest on each of November 7, 2017, 2018 and 2019.
- (8) One-third of these options vest on each of November 7, 2017, 2018 and 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.