

Activision Blizzard, Inc.
Form 4
February 28, 2014

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 *
SARNOFF RICHARD

(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)
02/26/2014

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)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.000001 per share | 02/26/2014 | | M | 80,000 A | \$ 7.4663 186,492 | D | |
| Common Stock, par value \$0.000001 per share | 02/26/2014 | | S | 80,000 D | \$ 19.4173 106,492 | D | |
| | 02/26/2014 | | M | 33,334 A | \$ 8.2238 139,826 | D | |

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Common
Stock, par
value
\$0.000001
per share

Common
Stock, par
value
\$0.000001
per share

Common
Stock, par
value
\$0.000001
per share

Common
Stock, par
value
\$0.000001
per share

| | | | | | | |
|------------|---|--------|---|-----------------------------|--------------------|---|
| 02/26/2014 | S | 33,334 | D | \$ 19.4173 <u>(1)</u> | 106,492 | D |
| 02/26/2014 | M | 25,000 | A | \$ 6.88 | 131,492 | D |
| 02/26/2014 | S | 25,000 | D | \$ 19.4173 <u>(1)</u> | 106,492 <u>(2)</u> | D |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Director Stock Options | \$ 7.4663 | 02/26/2014 | | M | 80,000 | <u>(3)</u> 08/01/2015 | Common Stock, par value \$0.000001 per share 80,000 |
| Director Stock | \$ 8.2238 | 02/26/2014 | | M | 33,334 | <u>(4)</u> 09/15/2015 | Common Stock, par 33,334 |

| | | | | | | | | | |
|------------------------------|---------|------------|---|--------|-----|------------|-------------------------------|-----------------------------------|--|
| Options | | | | | | | | value \$0.000001 per share | |
| Director Stock Options | \$ 6.88 | 02/26/2014 | M | 25,000 | (5) | 09/14/2016 | Common Stock, par value | 25,000 \$0.000001 per share | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SARNOFF RICHARD C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | X | | | |

Signatures

/s/ Richard
Sarnoff

02/28/2014

**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).
The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$19.40 to \$19.57 per share. Mr. Sarnoff has provided the Company, and upon request, will provide any security holder of the Company or the SEC staff, with information regarding the number of shares sold at each price within that range.
- (1) Following the transactions reported on this Form 4, Mr. Sarnoff held (a) 95,492 shares of the Company's common stock and (b) 11,000 restricted stock units, each representing the right to receive one share of the Company's common stock.
- (2) These options were fully vested as of August 1, 2007.
- (3) These options were fully vested as of September 15, 2007.
- (4) These options were fully vested as of September 14, 2008.

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.