

Activision Blizzard, Inc.
Form 4
November 15, 2016

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 *
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)
11/12/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Pres. & CEO-Blizzard Ent.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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) (A) or (D)	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	11/12/2016		F ⁽¹⁾	12,176 D	\$ 39.41	264,489	D
Common Stock, par value \$0.000001 per share	11/12/2016		G ⁽²⁾	11,158 D	\$ 0	253,331	D
	11/12/2016		G ⁽²⁾	11,158 A	\$ 0	315,628	I

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Common Stock, par value \$0.000001 per share								See footnote (3)
Common Stock, par value \$0.000001 per share	11/13/2016	<u>F</u> (4)	12,176	D	\$ 39.41	241,155	D	
Common Stock, par value \$0.000001 per share	11/13/2016	<u>G</u> (2)	11,157	D	\$ 0	229,998	D	
Common Stock, par value \$0.000001 per share	11/13/2016	<u>G</u> (2)	11,157	A	\$ 0	326,785	I	See footnote (3)
Common Stock, par value \$0.000001 per share	11/14/2016	<u>F</u> (5)	12,176	D	\$ 37.77	217,822	D	
Common Stock, par value \$0.000001 per share	11/14/2016	<u>G</u> (2)	11,157	D	\$ 0	206,665 <u>(6)</u>	D	
Common Stock, par value \$0.000001 per share	11/14/2016	<u>G</u> (2)	11,157	A	\$ 0	337,942 <u>(7)</u>	I	See footnote (3)
Common Stock, par value \$0.000001 per share	11/15/2016	<u>F</u> (8)	1,930	D	\$ 38.53	22,543 <u>(9)</u>	I	Securites held by Mr. Morhaim's wife

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

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(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Morhaime Michael C/O BLIZZARD ENTERTAINMENT 16215 ALTON PARKWAY IRVINE, CA 92618			Pres. & CEO-Blizzard Ent.	

Signatures

/s/ Michael
Morhaime

11/15/2016

**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).

- On November 12, 2016, 23,334 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit
- (1) award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
 - (2) Following the receipt thereof, Mr. Morhaime transferred the net shares he received in connection with the vesting of his restricted stock units to the Michael Morhaime Revocable Trust.
 - (3) These securities are held by the Michael Morhaime Revocable Trust.
- On November 13, 2016, 23,333 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit
- (4) award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
- On November 14, 2016, 23,333 restricted stock units held by Mr. Morhaime vested. Pursuant to the terms of his restricted stock unit
- (5) award agreement, the Company withheld 12,176 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.
 - (6)

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Following the transactions reported on this Form 4, Mr. Morhaime directly held 206,665 restricted stock units, each representing the right to receive one share of the Company's common stock.

- (7) Following the transactions reported on this Form 4, Mr. Morhaime indirectly held (through the Michael Morhaime Revocable Trust) 337,942 shares of the Company's common stock.

- (8) On November 15, 2016, 5,135 restricted stock units held by Mr. Morhaime's wife vested. Pursuant to the terms of her restricted stock unit award agreement, the Company withheld 1,930 of the shares otherwise deliverable to her in order to satisfy the resulting tax withholding obligation.

- (9) Following the transactions reported on this form 4, Mr. Morhaime indirectly holds, through his wife, (a) 12,861 shares of the Company's common stock and (b) 9,682 performance-based vesting restricted stock units, each representing the right to receive one share of the Company's common stock.

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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