

FORM 5

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>Morhaime Michael</u> _____ (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 <u>Activision Blizzard, Inc. [ATVI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Pres. & CEO-Blizzard Ent.</u> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2018</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|------------|---------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.000001 per share | 03/15/2018 | | F4 | 1,754 ⁽¹⁾ | D | \$73.38 | 16,175 ⁽²⁾ | I | Securities held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | | | | | | | 189,728 ⁽³⁾ | D | |
| Common Stock, par value \$0.000001 per share | | | | | | | 423,590 | I | See footnote ⁽⁴⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- On March 15, 2018, 5,068 performance-vesting restricted stock units held by Mr. Morhaime's wife vested. Pursuant to the terms of her restricted stock unit award agreement, the Company withheld 1,754 of the shares otherwise deliverable to her in order to satisfy the resulting tax withholding obligation. Further, as the performance conditions underlying this restricted stock unit award were not achieved at the maximum level, 585 previously reported restricted stock units did not vest.
- Reflects the cancellation of 4,924 previously reported performance-vesting restricted stock units held by Mr. Morhaime's wife. Pursuant to the terms of her award agreements, these restricted stock units were cancelled on December 3, 2018, when she ceased to be an employee of the Company.
- Following the transactions reported on this Form 5, Mr. Morhaime directly held (a) 166,395 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock, and (b) 23,333 time-vesting restricted stock units, each representing the right to receive one share of the Company's common stock.
- These securities are held by the Michael Morhaime Revocable Trust.

Remarks:

/s/ Michael Morhaime 02/13/2019

** Signature of Reporting Person Date

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

* 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).

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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