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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 28, 2015**

**ACTIVISION BLIZZARD, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-15839**  
(Commission File Number)

**95-4803544**  
(IRS Employer  
Identification No.)

**3100 Ocean Park Boulevard,**  
**Santa Monica, CA**  
(Address of Principal Executive  
Offices)

**90405**  
(Zip Code)

Registrant's telephone number, including area code: **(310) 255-2000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement**

As previously disclosed on a Current Report on Form 8-K filed on December 29, 2014, on December 19, 2014, Activision Blizzard, Inc. (the "Company"), as the nominal defendant, entered into a stipulation of compromise and settlement (the "Settlement Agreement") with respect to the litigation captioned *In re: Activision Blizzard, Inc. Stockholder Litigation* (the "Lawsuit") relating to the Company's repurchase of shares of its common stock pursuant to a stock purchase agreement (the "Stock Purchase Agreement") with Vivendi, S.A., then the Company's majority shareholder ("Vivendi"), and ASAC II LP, an exempted limited partnership acting by its general partner, ASAC II LLC (together, "ASAC").

On May 20, 2015, the Court of Chancery of the State of Delaware entered an order granting final approval of the Settlement Agreement.

On May 28, 2015, pursuant to section 2.3 of the Settlement Agreement, the Company, ASAC, the Company's chief executive officer, Robert A. Kotick, and the chairman of the Company's Board of Directors, Brian G. Kelly amended the Stockholders Agreement, (the "ASAC Stockholders Agreement"), entered into by and among them on October 11, 2013.

The amendment provides that Messrs. Kotick and Kelly must vote any shares of the Company's common stock they beneficially own which, when aggregated with ASAC's shares, represent shares of the Company's common stock in excess of 19.9% of the Company's common stock either (1) in a manner proportionally consistent with the vote of the shares of common stock not owned by them or ASAC or (2) in accordance with the recommendation, if any, of a majority of the members of the Board not affiliated with ASAC. The ASAC Stockholders Agreement previously obligated Messrs. Kotick and Kelly to vote any shares of the Company's common stock they beneficially own which, when aggregated with ASAC's shares, represent shares of the Company's common stock in excess of 24.9% of the Company's common stock in that manner.

A copy of the amendment to the ASAC Stockholders Agreement is attached hereto Exhibit 10.1 and is incorporated herein by reference.

**Item 3.03. Material Modifications to Rights of Security Holders**

The information set forth in Item 1.01 hereof is hereby incorporated by reference into this Item 3.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

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|------|---|
| 10.1 | ASAC Stockholders Agreement, dated as of October 11, 2013, among the Company, ASAC and, for the limited purposes set forth therein, Mr. Kotick and Mr. Kelly (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K, filed October 18, 2013). |
| 10.2 | Amendment, dated May 28, 2015, to the ASAC Stockholders Agreement among the Company, ASAC and, for the limited purposes set forth therein, Mr. Kotick and Mr. Kelly.  |

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 2, 2015

ACTIVISION BLIZZARD, INC.

By: /s/ Chris B. Walther  
Chris B. Walther  
Chief Legal Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	ASAC Stockholders Agreement, dated as of October 11, 2013, among the Company, ASAC and, for the limited purposes set forth therein, Mr. Kotick and Mr. Kelly (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K, filed October 18, 2013).
10.2	Amendment, dated May 28, 2015, to the ASAC Stockholders Agreement among the Company, ASAC and, for the limited purposes set forth therein, Mr. Kotick and Mr. Kelly.

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## Amendment to the Stockholders Agreement

This Amendment (this “**Amendment**”) is entered into by and among Activision Blizzard, Inc., a Delaware corporation (the “**Company**”), ASAC II LP, an exempted limited partnership organized under the laws of the Cayman Islands (the “**Stockholder**”), Robert A. Kotick and Brian G. Kelly, and amends that certain Stockholders Agreement (the “**Stockholders Agreement**”), dated as of October 11, 2013, by and among the Company, the Stockholder and, for the limited purposes set forth in Section 3.01(c) and Section 3.07 thereof, Messrs. Kotick and Kelly.

### RECITALS:

WHEREAS, pursuant to Section 2.3 of the stipulation and compromise of settlement dated as of December 19, 2014 with respect to the matter styled *In re: Activision Blizzard, Inc. Stockholder Litigation* filed in the Court of Chancery of the State of Delaware, Consolidated C.A. No. 8885-VCL, the Company, the Stockholder and Messrs. Kotick and Kelly desire to amend the Stockholders Agreement as set forth herein.

### AGREEMENT:

NOW, THEREFORE, in consideration of the mutual agreements and promises set forth in this document, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Section 1. Amendment of Stockholders Agreement. Section 3.07 of the Stockholders Agreement is hereby amended in its entirety to read as follows:

“With respect to any matter submitted for a vote of the Company’s stockholders at any time when the Stockholder Percentage Interest is in excess of 19.9 percent, Mr. Kotick and Mr. Kelly shall vote any shares of Common Stock over which they have beneficial ownership and the ability to direct voting in excess of such Stockholder Percentage Interest, other than the Shares, on each such matter either (a) in a manner proportionally consistent with the vote of the shares of Common Stock not owned by Stockholder, Mr. Kotick or Mr. Kelly or (b) in accordance with the recommendation, if any, of a majority of the Unaffiliated Directors.”

Section 2. General. This Amendment shall be effective as of the date signed by all parties hereto. Except as specifically set forth herein, the Stockholders Agreement shall remain unmodified and in full force and effect. If the terms of the Stockholders Agreement are contradictory to, or inconsistent with, the term of this Amendment, then the term of this Amendment shall in all events control.

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This Amendment is hereby agreed to and accepted by:

**Company**  
ACTIVISION BLIZZARD, INC.

**Stockholder**  
ASAC II LP

By: /s/ Chris B. Walther  
Name: Chris B. Walther  
Title: Chief Legal Officer

By: /s/ BK  
Name: Brian G. Kelly  
Title: Manager

Date: May 27, 2015

Date: May 27, 2015

**Stockholder**  
ROBERT A. KOTICK

**Stockholder**  
BRIAN G. KELLY

/s/ Robert A. Kotick

/s BK

Date: May 28, 2015

Date: May 27, 2015

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