

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>KOTICK ROBERT A</u> (Last) (First) (Middle) <u>C/O ACTIVISION BLIZZARD, INC.</u> <u>3100 OCEAN PARK BOULEVARD</u> (Street) <u>SANTA MONICA</u> <u>CA</u> <u>90405</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Activision Blizzard, Inc. [ATVI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2018</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.000001 per share	12/28/2018		A		267,095 ⁽¹⁾	A	\$0	4,271,235	D	
Common Stock, par value \$0.000001 per share	12/28/2018		A		135,575 ⁽²⁾	A	\$0	4,406,810 ⁽³⁾	D	
Common Stock, par value \$0.000001 per share								1	I	By ASAC II LLC ⁽⁴⁾
Common Stock, par value \$0.000001 per share								7,200	I	By UTMA's for the benefit of minor children ⁽⁵⁾
Common Stock, par value \$0.000001 per share								221,288	I	By GRATS ⁽⁶⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This grant was for 267,095 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 106,838 shares of the Company's common stock. These performance-vesting restricted stock units will vest on March 31, 2023, based upon the level of performance measured by reference to the Company's cumulative earnings per share for 2020, 2021 and 2022. This award is subject to immediate vesting if the terms set forth in Section 12 of Mr. Kotick's employment agreement with the Company, which is filed as an exhibit to the Form 8-K filed by the Company on November 25, 2016, are met.
2. This grant was for 135,575 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 54,230 shares of the Company's common stock. These performance-vesting restricted stock units vest on March 31, 2022, based upon the level of performance measured by reference to the Company's relative total shareholder return during a performance period from the grant date through December 31, 2021. This award is subject to immediate vesting if the terms set forth in Section 12 of Mr. Kotick's employment agreement with the Company, which is filed as an exhibit to the Form 8-K filed by the Company on November 25, 2016, are met.
3. Following the transactions reported on this Form 4, the reporting person directly held (a) 1,906,917 shares of the Company's common stock and (b) 2,499,893 restricted stock units with vesting tied to performance, each representing the right to receive one share of the Company's common stock.
4. The reporting person and Brian G. Kelly are the managers of ASAC II LLC. The reporting person disclaims beneficial ownership of the Company's common stock held by ASAC II LLC except to the extent of his pecuniary interest therein.
5. The reporting person disclaims beneficial ownership of the Company's common stock held by these UTMA's except to the extent of his pecuniary interest therein.
6. These shares are held by grantor retained annuity trusts for the benefit of the reporting person's children, of which the reporting person is the trustee.

Remarks:

/s/ Robert A. Kotick

01/02/2019

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.

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 Number.