

Activision Blizzard, Inc.

Form 4

November 18, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZACCONI RICCARDO

(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)
11/16/2016

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 below) ____ Other (specify below)
Chief Executive Officer, King

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 (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) |
|--|---|---|---|---|--|---|---|
| Common Stock, par value \$0.000001 per share | 11/16/2016 | | F(1) | 796 | D \$ 38.97 69,583 | D | |
| Common Stock, par value \$0.000001 per share | 11/16/2016 | | F(2) | 2,512 | D \$ 38.97 67,071 | D | |
| | 11/17/2016 | | S | 2,832 | D 64,239 | D | |

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| | | | | | | | |
|--|------------|---|--------|---|----------------------|------------|---|
| Common Stock, par value \$0.000001 per share | | | | | \$ 40.1225 | | |
| Common Stock, par value \$0.000001 per share | 11/17/2016 | S | 897 | D | \$ 40.1225 | 63,342 | D |
| Common Stock, par value \$0.000001 per share | 11/17/2016 | M | 16,032 | A | \$ 26.41 | 79,374 | D |
| Common Stock, par value \$0.000001 per share | 11/17/2016 | S | 16,032 | D | \$ 40.0831 (3) | 63,342 (4) | D |

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

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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 | |
| Employee Stock Options | \$ 26.41 | 11/17/2016 | | M | 16,032 | (5) | 02/15/2025 | Common Stock, par value \$0.000001 per share |
| | | | | | | | | Amount or Number of Shares |
| | | | | | | | | 16,032 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZACCONI RICCARDO C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405 | | | Chief Executive Officer, King | |

Signatures

/s/ Riccardo
Zacconi

11/18/2016

**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 16, 2016, 1,693 restricted share units held by Mr. Zacconi vested. As allowed under the terms of his restricted share unit agreement, the Company withheld 796 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

On November 16, 2016, 5,344 restricted share units held by Mr. Zacconi vested. As allowed under the terms of his restricted share unit agreement, the Company withheld 2,512 of the shares otherwise deliverable to him in order to satisfy the resulting tax withholding obligation.

The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$40.08 to \$40.10 per share. Mr. Zacconi has provided to 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.

Following the transactions reported on this Form 4, Mr. Zacconi held 63,342 restricted share units, each representing the right to receive a share of the Company's common stock

The exercised options vested on November 16, 2016. The remaining options will be fully vested on February 16, 2019.

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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