

Activision Blizzard, Inc.
Form 4
March 17, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
03/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.000001 per share | 03/15/2017 | | M | 5,000 A | \$ 11.54 27,543 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | | S | 5,000 D | \$ 49.1783 22,543 | I | Securites held by Mr. Morhaime's wife |
| | 03/15/2017 | | M | 2,500 A | \$ 11.88 25,043 | I | |

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| | | | | | | | | |
|--|------------|---|-------|---|-----------------------------|--------|---|---------------------------------------|
| Common Stock, par value \$0.000001 per share | | | | | | | | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | S | 2,500 | D | \$ 49.1783 <u>(1)</u> | 22,543 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | M | 1,705 | A | \$ 12.98 | 24,248 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | S | 1,705 | D | \$ 49.1783 <u>(1)</u> | 22,543 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | M | 3,258 | A | \$ 10.66 | 25,801 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | S | 3,258 | D | \$ 49.1783 <u>(1)</u> | 22,543 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | M | 8,686 | A | \$ 17.72 | 31,229 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | S | 8,686 | D | \$ 49.1783 <u>(1)</u> | 22,543 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | M | 7,037 | A | \$ 20.1 | 29,580 | I | Securites held by Mr. Morhaime's wife |
| | 03/15/2017 | S | 7,037 | D | | 22,543 | I | |

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|--|------------|--|---|-------|-----------------------|-----------------------|--------------------|---------------------------------------|---------------------------------------|
| Common Stock, par value \$0.000001 per share | | | | | \$ 49.1783 <u>(1)</u> | | | Securites held by Mr. Morhaime's wife | |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | | M | 1,438 | A | \$ 34.59 | 23,981 | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | 03/15/2017 | | S | 1,438 | D | \$ 49.1783 <u>(1)</u> | 22,543 <u>(2)</u> | I | Securites held by Mr. Morhaime's wife |
| Common Stock, par value \$0.000001 per share | | | | | | | 139,999 <u>(3)</u> | D | |
| Common Stock, par value \$0.000001 per share | | | | | | | 369,821 <u>(4)</u> | I | See footnote. <u>(5)</u> |

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

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 control number.

SEC 1474
(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 | Amount or Number of Shares |
| | \$ 11.54 | 03/15/2017 | | M | 5,000 | <u>(6)</u> | 11/09/2019 | | 5,000 |

| Employee Stock Options | | | | | | | | Common Stock, par value \$0.000001 per share | |
|------------------------|----------|------------|---|-------|-------------|------------|--|--|--|
| Employee Stock Options | \$ 11.88 | 03/15/2017 | M | 2,500 | <u>(7)</u> | 11/08/2020 | Common Stock, par value \$0.000001 per share | 2,500 | |
| Employee Stock Options | \$ 12.98 | 03/15/2017 | M | 1,705 | <u>(8)</u> | 11/10/2021 | Common Stock, par value \$0.000001 per share | 1,705 | |
| Employee Stock Options | \$ 10.66 | 03/15/2017 | M | 3,258 | <u>(9)</u> | 11/09/2022 | Common Stock, par value \$0.000001 per share | 3,258 | |
| Employee Stock Options | \$ 17.72 | 03/15/2017 | M | 8,686 | <u>(10)</u> | 11/15/2023 | Common Stock, par value \$0.000001 per share | 8,686 | |
| Employee Stock Options | \$ 20.1 | 03/15/2017 | M | 7,037 | <u>(11)</u> | 11/14/2024 | Common Stock, par value \$0.000001 per share | 7,037 | |
| Employee Stock Options | \$ 34.59 | 03/15/2017 | M | 1,438 | <u>(12)</u> | 11/13/2025 | Common Stock, par value \$0.000001 per share | 1,438 | |

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

03/17/2017

 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).
- The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$49.17 to \$49.22 per share.
- (1) Mr. Morhaime has provided to the Company and, upon request, will provide any security holder of the Company or the SEC staff information regarding the number of shares sold at each price within that range.
- Following the transactions reported on this Form 4, Mr. Morhaime indirectly holds, through his wife, (a) 12,861 shares of the
- (2) 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.
- (3) Mr. Morhaime directly holds 139,999 restricted stock units, each representing the right to receive one share of the Company's common stock.
- (4) Mr. Morhaime indirectly holds, through the Michael Morhaime Revocable Trust, 369,821 shares of the Company's common stock.
- (5) These securities are held by the Michael Morhaime Revocable Trust.
- (6) These options were fully exercisable as of November 9, 2012.
- (7) These options were fully exercisable as of November 8, 2013.
- (8) These options were fully exercisable as of November 10, 2014.
- (9) These options were fully exercisable as of November 9, 2015.
- (10) These options were fully exercisable as of November 15, 2016.
- (11) The exercised options were fully vested as of November 14, 2016. The remaining options will vest on November 14, 2017.
- (12) The exercised options vested on November 13, 2016. One-half of the remaining options will vest on each of November 13, 2017 and 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.