Activision Blizzard, Inc. Form 4

February 14, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KELLY BRIAN G

(First)

5. Relationship of Reporting Person(s) to Issuer

Symbol

Activision Blizzard, Inc. [ATVI]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/10/2017

Filed(Month/Day/Year)

_X__ Director Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O ACTIVISION BLIZZARD, INC., 3100 OCEAN PARK **BOULEVARD**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA MONICA, CA 90405

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Sec	urities	Acquired,	Disposed of, or E	Beneficially O	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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	02/10/2017		M <u>(1)</u>	262,998	A	\$ 9.565	559,850	D	
Common Stock, par value \$0.000001 per share	02/10/2017		S <u>(1)</u>	262,998	D	\$ 46.0224 (2)	296,852 (3)	D	
	02/13/2017		S	3,144,000	D			I	

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Common Stock, par value \$0.000001 per share				\$ 45.8374 (4)	4,481,522 (5)		By ASAC TJKS LLC (6)
Common Stock, par value \$0.000001 per share	02/14/2017	S	1,631,000 D	\$ 45.2867	2,850,522	I	By ASAC TJKS LLC
Common Stock, par value \$0.000001 per share					1 (5)	I	By ASAC II LLC (8)
Common Stock, par value \$0.000001 per share					1,330,199	I	By the 115190D Trust
Common Stock, par value \$0.000001 per share					486,333	I	The Kelly Descendants 2016 Trust

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

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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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		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	Amour Numbe Shares
Employee Stock Options	\$ 9.565	02/10/2017		M(1)		262,998	<u>(9)</u>	06/15/2017	Common Stock, par value \$0.000001	262,9

per share

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KELLY BRIAN G C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405



Signatures

/s/ Brian G. 02/14/2017 Kelly

**Signature of Date
Reporting Person

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).
- (1) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted on September 15, 2016 by the reporting person with respect to options which were granted to him in 2007 and were set to expire in 2017.
- The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$45.26 to \$46.42 per share. The reporting person 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.
- (3) Following the transactions reported on this Form 4, the reporting person directly owns (a) 292,929 shares of the Company's common stock and (b) 3,923 restricted share units, each representing the right to receive one share of the Company's common stock.
- The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$45.39 to \$46.70 per share. The reporting person 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.
- (5) Reflects the pro rata distribution of 12,561,810 shares of the Company's common stock by ASAC II LLC to its members, ASAC TJKS LLC and ASAC 427 LLC, on February 10, 2017.
- (6) The reporting person disclaims beneficial ownership of the Company's common stock held by ASAC TJKS LLC except to the extent of his pecuniary interest therein.
- The price in Column 4 is a weighted average price. The prices actually received for the stock ranged from \$44.75 to \$45.84 per share. The reporting person 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.
- (8) The reporting person and Robert A. Kotick are the managers of ASAC II LLC. Mr. Kelly disclaims beneficial ownership of the Company's common stock held by ASAC II LLC except to the extent of his pecuniary interest therein.
- (9) These options to purchase shares of the Company's common stock were exercisable in full as of June 15, 2009.

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.

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