

Activision Blizzard, Inc.

Form 4

February 12, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tippl Thomas

(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)
02/10/2014

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 ____ Other (specify
below) below)

Chief Operating Officer

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.000001 per share	02/10/2014		M		960,000	A	\$ 11.5	1,133,750	I
									See footnote. <u>(1)</u>
Common Stock, par value \$0.000001 per share	02/10/2014		S		960,000	D	\$ 19.2978 <u>(2)</u>	173,750	I
									See footnote. <u>(1)</u>
	02/10/2014		M		393,750	A	\$ 10.89	567,500	I

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Common Stock, par value \$0.000001 per share								See footnote. (1)
Common Stock, par value \$0.000001 per share	02/10/2014	S	393,750	D	\$ 19.2978 (2)	173,750	I	See footnote. (1)
Common Stock, par value \$0.000001 per share	02/10/2014	A	309,917 (3)	A	\$ 0	309,917	D	
Common Stock, par value \$0.000001 per share	02/10/2014	G ⁽⁵⁾	309,917	D	\$ 0	0	D	
Common Stock, par value \$0.000001 per share	02/10/2014	G ⁽⁵⁾	309,917	A	\$ 0	483,667	I	See footnote. (1)
Common Stock, par value \$0.000001 per share	02/10/2014	A	1,022,728 (4)	A	\$ 0	1,022,728	D	
Common Stock, par value \$0.000001 per share	02/10/2014	G ⁽⁵⁾	1,022,728	D	\$ 0	0	D	
Common Stock, par value \$0.000001 per share	02/10/2014	G ⁽⁵⁾	1,022,728	A	\$ 0	1,506,395 (6)	I	See footnote. (1)

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

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(9-02)

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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 Number Shares
Employee Stock Option	\$ 11.5	02/10/2014		M	960,000	<u>(7)</u> 05/11/2019	Common Stock, par value \$0.000001 per share 960,0
Employee Stock Option	\$ 10.89	02/10/2014		M	393,750	<u>(7)</u> 05/10/2020	Common Stock, par value \$0.000001 per share 393,7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tippl Thomas C/O ACTIVISION BLIZZARD, INC. 3100 OCEAN PARK BOULEVARD SANTA MONICA, CA 90405	Chief Operating Officer

Signatures

/s/ Thomas
Tippl
02/12/2014
Date
Signature of 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 securities are held by the Thomas and Laura Tippl Family Trust.
The price in column 4 is a weighted average price. The prices actually received for the stock ranged from \$19.10 to \$19.55 per share. Mr.
- (2) Tippl has provided 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.
- (3) This grant was for 309,917 restricted stock units, each representing the right to receive one share of the Company's common stock, one-third of which will vest on each of March 31, 2015, 2016 and 2017.

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- This grant was for 1,022,728 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number assumes maximum performance; target performance would result in a release of 681,817 shares of the Company's common stock. The award vests in accordance with the award agreement between Mr. Tippl and the Company, dated as of February 10, 2014.
- (4) Following receipt thereof, Mr. Tippl transferred this award to the Thomas and Laura Tippl Family Trust.
- Following the transactions reported on this Form 4, Mr. Tippl (through the Thomas and Laura Tippl Family Trust) held (a) 30,000
- (6) restricted shares of the Company's common stock, (b) 397,417 restricted stock units, each representing the right to receive a share of the Company's common stock, and (c) 1,078,978 performance-based restricted shares of the Company's common stock.
- (7) All of the exercised options to purchase shares of the Company's common stock were exercisable as of February 15, 2013.
- (8) The remaining options vest on February 15, 2014.

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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