

Activision Blizzard, Inc.

Form 4

November 09, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wereb Stephen G

(Last) (First) (Middle)

C/O ACTIVISION PUBLISHING,
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)
11/07/2016

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)
Principal Accounting 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 or Disposed of (A) or (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	11/07/2016		A	4,747 (1)	A \$ 0 44,653	D	
Common Stock, par value \$0.000001 per share	11/07/2016		A	25,098 (2)	A \$ 0 69,751 (3)	D	

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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	Amount or Number of Shares
Employee Stock Options	\$ 41.09	11/07/2016		A		8,095		<u>(4)</u>	11/07/2026	Common Stock, par value \$0.000001 per share	8,095
Employee Stock Options	\$ 41.09	11/07/2016		A		42,437		<u>(5)</u>	11/07/2026	Common Stock, par value \$0.000001 per share	42,437

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wereb Stephen G
C/O ACTIVISION PUBLISHING, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CA 90405

Principal Accounting Officer

Signatures

/s/ Stephen G.
Wereb

11/09/2016

**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).

This grant was for 4,747 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 3,797 shares of the Company's common stock. The restricted stock units vest on March 30, 2020, based upon the level of performance measured by reference to the Company's operating income for 2017, 2018 and 2019.

This grant was for 25,098 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 20,078 shares of the Company's common stock. One-half of the restricted stock units vest on June 29, 2018, based upon the level of performance measured by reference to the Company's operating income for 2017, and one-half of the restricted stock units vest on June 29, 2019, based upon the level of performance measured by reference to the Company's operating income for 2018.

Following the transactions reported on this Form 4, Mr. Werek held (1) 4,752 shares of the Company's common stock, (2) 45,184 restricted stock units with vesting tied to performance, each representing the right to receive one share of the Company's common stock and (3) 19,815 restricted stock units, each representing the right to receive one share of the Company's common stock.

(4) One-third of these options vest on each of November 7, 2017, 2018 and 2019.

(5) One-half of these options vest on each of June 29, 2018 and 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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