

Activision Blizzard, Inc.

Form 4

February 21, 2017

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)
02/16/2017

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)
Chief Executive Officer, King

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.000001 per share	02/16/2017		F ⁽¹⁾	796 D	\$ 45.39 62,546	D	
Common Stock, par value \$0.000001 per share	02/16/2017		F ⁽²⁾	2,512 D	\$ 45.39 60,034	D	
	02/21/2017		M	16,032 A	76,066	D	

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Common Stock, par value \$0.000001 per share					\$ 26.41		
Common Stock, par value \$0.000001 per share	02/21/2017	S	16,032	D	\$ 45.41	60,034	D
Common Stock, par value \$0.000001 per share	02/21/2017	S	2,832	D	\$ 45.41	57,202	D
Common Stock, par value \$0.000001 per share	02/21/2017	S	897	D	\$ 45.41	56,305 ⁽³⁾	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	02/21/2017		M	16,032	⁽⁴⁾	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

02/21/2017

**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).

On February 16, 2017, 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 February 16, 2017, 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.

Following the transactions reported on this Form 4, Mr. Zacconi held 56,305 restricted share units, each representing the right to receive a share of the Company's common stock

The exercised options vested on February 16, 2017. 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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