

Durkin Dennis M
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
Durkin Dennis M

2. Issuer Name and Ticker or Trading Symbol
Activision Blizzard, Inc. [ATVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ACTIVISION BLIZZARD,
INC., 3100 OCEAN PARK BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Financial Officer

(Street)
SANTA MONICA, CA 90405

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock, par value \$0.000001 per share	03/08/2019		A	(A) 223,056 (1)	A \$ 0 345,653	D	
Common Stock, par value \$0.000001 per share	03/08/2019		A	(A) 111,528 (2)	A \$ 0 457,181 (3)	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Durkin Dennis M
C/O ACTIVISION BLIZZARD, INC.
3100 OCEAN PARK BLVD
SANTA MONICA, CA 90405

Chief Financial Officer

Signatures

/s/ Dennis Durkin 03/12/2019

__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).
- (1) This grant was for 223,056 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 178,444 shares of the Company's common stock. One-half of these restricted stock units will vest on March 30, 2020, based upon the level of performance measured by reference to the Company's operating income for 2019, one-quarter will vest on March 30, 2021, based upon the level of performance measured by reference to the Company's operating income for 2020, and one-quarter will vest on March 30, 2021, based upon the level of performance measured by reference to operating income of the Company's emerging businesses for 2020.
- (2) This grant was for 111,528 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock. The number reported assumes maximum performance; target performance would result in the release of 89,222 shares of the Company's common stock. These performance-vesting restricted stock units will vest on March 30, 2021, based upon the level of

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performance measured by reference to the Company's earnings per share for 2020.

- (3) Following the transactions reported on this Form 4, Mr. Durkin held (a) 112,329 shares of the Company's common stock and (b) 344,852 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock.

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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