

Activision Blizzard, Inc.
Form DEF 14A
April 30, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ACTIVISION BLIZZARD, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

**NOTICE OF 2018
ANNUAL MEETING OF STOCKHOLDERS
AND PROXY STATEMENT**

Tuesday, June 26, 2018 at 9:00 a.m., Pacific Time

3100 Ocean Park Boulevard

Santa Monica, California 90405

Dear Fellow Stockholders:

I cordially invite you to join me and the other members of Activision Blizzard, Inc.'s Board of Directors at the company's 2018 annual meeting of stockholders. This proxy statement contains information about the meeting and will serve as your guide to the matters on which you will be asked to vote.

At Activision Blizzard, we know that feedback from our stockholders is essential to our continued success. Regardless of the number of shares you own, this meeting is a wonderful opportunity for you to learn more about developments at our company and, more importantly, to express your opinions and play a part in Activision Blizzard's future. If you can't attend the meeting, please share your thoughts or concerns with us by email at ir@activision.com or in care of our Corporate Secretary at Activision Blizzard, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

Thank you for your continued support of Activision Blizzard.

Sincerely,

Robert A. Kotick

Chief Executive Officer

April 30, 2018

**The proxy statement and our 2017 annual report to stockholders are each available at:
<https://materials.proxyvote.com/00507V>**

3100 Ocean Park Boulevard

Santa Monica, California 90405

Notice of 2018 Annual Meeting
of Stockholders

WHEN:

Tuesday, June 26, 2018
9:00 a.m. (Pacific Time)

WHERE:

Equity Office facilities
3200 Ocean Park Boulevard
Santa Monica, CA 90405

AGENDA:

1. Elect ten directors for a one-year term
2. Request advisory approval of our executive compensation
3. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2018

WAYS TO VOTE:

BY INTERNET

www.proxyvote.com

BY TELEPHONE

Call (800) 690-6903 or the number on your voting instruction form.

BY MAIL

Sign, date and return your voting instruction form.

The Annual Meeting of Stockholders of Activision Blizzard, Inc. will be held at the Equity Office facilities at **3200 Ocean Park Boulevard, Santa Monica, California 90405, on Tuesday, June 26, 2018**, at 9:00 a.m., Pacific Time.

The Activision Blizzard, Inc. Board of Directors has fixed **April 27, 2018**, as the record date for determining the stockholders entitled to receive notice of, and to vote at, the annual meeting.

Your vote is important. Whether or not you plan to attend the meeting, I urge you to promptly vote your shares by proxy by following the instructions beginning on page 16 of the enclosed proxy statement. If you are able to attend the meeting and wish to vote in person, you may withdraw your proxy at that time. If you do plan to attend the meeting, please see page 16 of the enclosed proxy statement for information regarding what you must bring with you to gain admittance.

By Order of the Board of Directors

Jeffrey A. Brown

Corporate Secretary

April 30, 2018

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Proxy Summary

This summary highlights information contained elsewhere in this proxy statement for the 2018 annual meeting of the stockholders of Activision Blizzard, Inc., a Delaware corporation (the “Company”). This summary does not contain all of the information that you should consider, and you should read the entire proxy statement before voting. For more complete information regarding the Company’s 2017 performance, please review our annual report to stockholders for the period ended December 31, 2017, which is being provided to our stockholders at the same time as this proxy statement. Capitalized terms used in this summary are defined elsewhere in the proxy statement.

Voting Matters and Board Recommendations

Stockholders are being asked to vote on the following matters at the 2018 Annual Meeting of Stockholders.

Our Board’s Recommendation

Item 1. Election of Directors (page 17)

FOR each Director Nominee

Our Board and its Nominating and Corporate Governance Committee believe that our ten director nominees possess the qualifications necessary to provide proper oversight of the Company’s business for the benefit of the Company’s stakeholders.

Item 2. Advisory vote to approve our executive compensation (page 82)

FOR

Our Board and its Compensation Committee believe that our compensation policies and practices are effective in enabling us to achieve our financial, operational, and strategic goals and that the compensation paid to our named executive officers has allowed, and will continue to allow, us to attract, retain, and motivate the key executive talent responsible for our recent and long-term success.

Item 3. Ratify the appointment of our independent registered public accounting firm (page 90)

FOR

Our Board and its Audit Committee believe that continued retention of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm is in the best interests of the Company and its stockholders.

Set forth below is certain information about the nominees for election to our Board of Directors, each of whom currently serves on our Board:

Name	Age	Director Since	Principal Occupation	Independent	Other Public Boards	Committee Memberships		
						Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Reveta Bowers	69	2018	Independent Governance and Organizational Consultant		—			
Robert Corti	68	2003	Retired CFO of Avon Products		—			

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Hendrik Hartong III	51	2015	Chairman and CEO of Brynwood Partners	—	—
Brian Kelly (Chairman)	55	1995	Chairman of the Board of Activision Blizzard	—	—
Robert Kotick	55	1991	CEO of Activision Blizzard	—	1
Barry Meyer	74	2014	Retired Chairman and CEO of Warner Bros. Entertainment	—	—
Robert Morgado (Lead Independent Director)	75	1997	Retired Chairman and CEO of Warner Music Group	—	—
Peter Nolan	59	2013	Senior Advisor to Leonard Green & Partners	—	—
Casey Wasserman	43	2015	Chairman and CEO of Wasserman	—	—