

Morhaim Michael  
 Form 5  
 February 14, 2019

**FORM 5**

OMB APPROVAL

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

OMB Number: 3235-0362  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Morhaim Michael

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres. & CEO-Blizzard Ent.

C/O BLIZZARD  
 ENTERTAINMENT, 16215  
 ALTON PARKWAY  
 (Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

IRVINE, CA 92618

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 at end of Issuer's Fiscal Year (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 | 03/15/2018                           |  | F4                             | 1,754 (1) D   | \$ 73.38   | 16,175 (2) I   | Securities held by Mr. Morhaim's wife                 |
| Common Stock, par                            |                                      |  |                                |   |  | 189,728 (3) D  |   |

value  
\$0.000001  
per share

Common  
Stock, par  
value  
\$0.000001  
per share

^ ^ ^ ^ ^ ^ 423,590 I

See footnote  
(4)

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                             |
|---|---------------|-----------|---------|-----------------------------|
|   | Director      | 10% Owner | Officer | Other                       |
| Morhaime Michael<br>C/O BLIZZARD ENTERTAINMENT<br>16215 ALTON PARKWAY<br>IRVINE, CA 92618 | ^             | ^         | ^       | Pres. & CEO-Blizzard Ent. ^ |

## Signatures

/s/ Michael  
Morhaime 02/13/2019

\*\*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) On March 15, 2018, 5,068 performance-vesting restricted stock units held by Mr. Morhaime's wife vested. Pursuant to the terms of her restricted stock unit award agreement, the Company withheld 1,754 of the shares otherwise deliverable to her in order to satisfy the resulting tax withholding obligation. Further, as the performance conditions underlying this restricted stock unit award were not achieved at the maximum level, 585 previously reported restricted stock units did not vest.

(2) Reflects the cancellation of 4,924 previously reported performance-vesting restricted stock units held by Mr. Morhaime's wife. Pursuant to the terms of her award agreements, these restricted stock units were cancelled on December 3, 2018, when she ceased to be an employee of the Company.

(3) Following the transactions reported on this Form 5, Mr. Morhaime directly held (a) 166,395 performance-vesting restricted stock units, each representing the right to receive one share of the Company's common stock, and (b) 23,333 time-vesting restricted stock units, each representing the right to receive one share of the Company's common stock.

(4) These securities are held by the Michael Morhaime Revocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.