

Activision Blizzard, Inc.
Form 4
June 09, 2016

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 *
ASAC II LP

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 NORTHERN TRUST
PRIVATE EQUITY
ADMIN., DEPARTMENT 2008, 801
SOUTH CANAL

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2016

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

(Street)
CHICAGO, IL 60607

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.000001 per share	06/08/2016		J ⁽¹⁾		140,936,582	D	\$ 0 ⁽²⁾
					31,031,460	D	

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

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number.

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 Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASAC II LP C/O NORTHERN TRUST PRIVATE EQUITY ADMIN. DEPARTMENT 2008, 801 SOUTH CANAL CHICAGO, IL 60607		X		
ASAC II LLC C/O NORTHERN TRUST PRIVATE EQUITY ADMIN. DEPARTMENT 2008, 801 SOUTH CANAL CHICAGO, IL 60607		X		

Signatures

/s/ Brian G. Kelly, ASAC II LP, by Brian G. Kelly, Manager of ASAC II LLC, its general partner 06/09/2016
**Signature of Reporting Person Date

/s/ Robert A. Kotick, ASAC II LLC, by Robert A. Kotick, Manager 06/09/2016
**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).
- (1) ASAC II LP distributed 140,936,582 shares of Common Stock to limited partners in accordance with the Second Amended and Restated Limited Partnership Agreement of ASAC II LP, dated June 2, 2016 (the "Second Amended LPA").
- (2) The shares of Common Stock distributed to the limited partners were distributed in accordance with the waterfall in the Second Amended LPA based on the average closing price over the 15 trading days immediately preceding the distribution date, which equaled \$38.42.

Remarks:

ASAC II LLC is the general partner of ASAC II LP.

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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