

Activision Blizzard, Inc.  
Form SC 13G/A  
November 23, 2016

**Securities and Exchange Commission**

**Washington, DC 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

**ACTIVISION BLIZZARD, INC.**

(Name of Issuer)

**COMMON STOCK, \$0.000001 PAR VALUE**

(Title of Class of Securities)

**00507V109**

(CUSIP Number)

**November 4, 2016**

(Date of Event Which Requires Filing this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

**\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.**

**The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).**



**SCHEDULE 13G**

**CUSIP No. 00507V109 Page 2 of 5 Pages**

**Name of Reporting Persons**

**1.**

THL A9  
Limited

**2.**

**Check the Appropriate Box** (a)

**if a Member of a Group** (b)

**3.**

**SEC Use Only  
Citizenship or Place of Organization**

**4.**

British Virgin  
Islands

**Number of Shares** **Sole Voting Power**

**Beneficially** **5.**  
0 shares  
**Owned by**

**Each Reporting Person** **6. Shared Voting Power**

**With** 37,084,743  
shares

**Sole  
Dispositive  
Power**

7.

0 shares

**8. Shared  
Dispositive  
Power**

37,084,743  
shares

**Aggregate  
Amount  
Beneficially  
Owned by  
Each  
Reporting  
Person**

9.

37,084,743  
shares

**10. Check  
if  
the  
Aggregate  
Amount  
in  
Row  
(9)**

**11. Excludes  
Certain  
Shares  
Percent of  
Class  
Represented**

**by Amount in  
Row 9**

4.99%

(Based on  
743,213,371  
shares of  
Common Stock  
outstanding as  
of October 27,  
2016, as  
disclosed in  
Activision  
Blizzard, Inc.'s  
Form 10Q filed  
November 4,  
2016)

**Type of  
Reporting  
Person**

12.

CO

**SCHEDULE 13G**

**CUSIP No. 00507V109 Page 3 of 5 Pages**

**Name of  
Reporting  
Persons**

1. Tencent  
Holdings  
Limited

**Check  
the  
Appropriate  
Box (a)**

2. **if a (b)**   
**Member  
of a  
Group**

3. **SEC Use Only  
Citizenship or  
Place of  
Organization**

4. Cayman Islands

**Number of      Sole Voting  
Shares            Power**

**Beneficially <sup>5.</sup>  
Owned by      0 shares**

**Each            6. Shared  
Reporting      Voting  
Person          Power**

**With** 37,084,743  
shares

**Sole  
Dispositive  
Power**

7.

0 shares

**8. Shared  
Dispositive  
Power**

37,084,743  
shares

**Aggregate  
Amount  
Beneficially  
Owned by  
Each  
Reporting  
Person**

9.

37,084,743  
shares

**10. Check  
if  
the  
Aggregate  
Amount  
in  
Row  
(9)**

**11. Excludes  
Certain  
Shares  
Percent of  
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Blizzard, Inc.'s  
Form 10Q filed  
November 4,  
2016)

**Type of  
Reporting  
Person**

12.

CO



**SCHEDULE 13G**

**CUSIP No. 00507V109 Page 4 of 5 Pages**

**Item 1(a). Name of Issuer:**

ACTIVISION BLIZZARD, INC.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

3100 Ocean Park Boulevard, Santa Monica, California 90405

**Item 2(a). Names of Persons Filing:**

THL A9 Limited

Tencent Holdings Limited

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

For both THL A9 Limited and Tencent Holdings Limited:

Level 29, Three Pacific Place  
1 Queen's Road East  
Wanchai, Hong Kong

**Item 2(c). Citizenship:**

THL A9 Limited: British Virgin Islands  
Tencent Holdings Limited: Cayman Islands

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

00507V109

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or Rule 13d-2(b) or (c), check whether the person is a:**

- (a) "Broker or Dealer registered under Section 15 of the Exchange Act.
- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) "Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
- (d) "Investment Company registered under Section 8 of the Investment Company Act.
- (e) "Investment Adviser, in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) "An employee benefit plan or endowment fund, in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) "Parent Holding Company or control person, in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) "

A church plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act of 1940.

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

**Item 4. Ownership:**

Items 5 through 9 and 11 on each of pages 2 through 3 is incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class.**

The Reporting Persons are making this filing because their ownership percentage decreased solely due to an increase in the number of outstanding shares of Common Stock.

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**CUSIP No. 00507V109 Page 5 of 5 Pages**

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 23, 2016

THL A9 Limited

By: /s/ Ma Huateng  
Name: Ma Huateng  
Title: Director

Tencent Holdings  
Limited

By: /s/ Ma Huateng  
Name: Ma Huateng  
Title: Director