

Activision Blizzard, Inc.
Form 4
October 15, 2013

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 *
VIVENDI

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)
42 AVENUE DE FRIEDLAND,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2013

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

PARIS, IO 75008

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/10/2013 | | S ⁽²⁾ | | 98,293,662 ⁽²⁾ | D | \$ 13.6 ⁽²⁾ |
| | | | | | | | 683,643,890 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽²⁾ |
| Common Stock | 10/10/2013 | | S ⁽³⁾ | | 55,912,045 ⁽³⁾ | D | \$ 13.6 ⁽³⁾ |
| | | | | | | | 683,643,890 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽³⁾ |
| Common Stock | 10/10/2013 | | J ⁽⁴⁾ | | 55,912,045 ⁽⁴⁾ | D | \$ 0 ⁽⁴⁾ |
| | | | | | | | 683,643,890 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽⁴⁾ |
| Common Stock | 10/10/2013 | | J ⁽⁵⁾ | | 529,438,183 ⁽⁵⁾ | D | \$ 0 ⁽⁵⁾ |
| | | | | | | | 683,643,890 ⁽¹⁾ |
| | | | | | | | I |
| | | | | | | | See Footnote ⁽⁵⁾ |

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| | | | | | | | | |
|--------------|------------|-------------------|----------------------------|---|------------------------|---------------------------|-------------------|-------------------------|
| Common Stock | 10/10/2013 | J ⁽⁶⁾ | 529,438,183 <u>(6)</u> | D | \$ 0 <u>(6)</u> | 683,643,890 <u>(1)</u> | I | See Footnote <u>(6)</u> |
| Common Stock | 10/10/2013 | J ⁽⁷⁾ | 254,967,419 <u>(7)</u> | D | \$ 0 <u>(7)</u> | 683,643,890 <u>(1)</u> | I | See Footnote <u>(7)</u> |
| Common Stock | 10/11/2013 | S ⁽⁸⁾ | 428,676,471 <u>(8)</u> | D | \$ 13.6 <u>(8)</u> | 683,643,890 <u>(1)</u> | I | See Footnote <u>(8)</u> |
| Common Stock | 10/11/2013 | S ⁽⁹⁾ | 428,676,471 <u>(9)</u> | D | \$ 13.6 <u>(9)</u> | 254,967,419 | D ⁽⁹⁾ | |
| Common Stock | 10/11/2013 | S ⁽¹⁰⁾ | 171,968,042 <u>(10)</u> | D | \$ 13.6 <u>(10)</u> | 82,999,377 | D ⁽¹⁰⁾ | |

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. 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 |
| VIVENDI 42 AVENUE DE FRIEDLAND PARIS, IO 75008 | | X | | |

Vivendi Holding I Corp.
800 THIRD AVENUE
5TH FLOOR
NEW YORK, NY 10022

X

Vivendi Holding I LLC
800 THIRD AVENUE
5TH FLOOR
NEW YORK, NY 10022

X

Vivendi Games Acquisition CO
800 THIRD AVENUE
5TH FLOOR
NEW YORK, NY 10022

X

VGAC LLC
800 THIRD AVENUE
5TH FLOOR
NEW YORK, NY 10022

X

Signatures

| | |
|--|--------------------|
| /s/ George E. Bushnell III, Vivendi S.A., By: George E. Bushnell III, Its: Senior Vice President & Deputy General Counsel __Signature of Reporting Person | 10/11/2013 Date |
| /s/ George E. Bushnell III, Vivendi Holding I Corp., By: Vivendi Holding I LLC, as successor to Vivendi Holding I Corp., By: George E. Bushnell III, Its: President and Secretary __Signature of Reporting Person | 10/11/2013 Date |
| /s/ George E. Bushnell III, Vivendi Holding I LLC, By: George E. Bushnell III, Its: President and Secretary __Signature of Reporting Person | 10/11/2013 Date |
| /s/ George E. Bushnell III, Vivendi Games Acquisition Company, By: Vivendi Holding I LLC, as successor to Vivendi Games Acquisition Company, By: George E. Bushnell III, Its: President and Secretary __Signature of Reporting Person | 10/11/2013 Date |
| /s/ George E. Bushnell III, VGAC LLC, By: Vivendi Holding I LLC, as successor to Vivendi Games Acquisition Company, By: George E. Bushnell III, Its: President and Secretary __Signature of Reporting Person | 10/11/2013 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) Prior to a restructuring of certain interests of Vivendi, S.A. ("Vivendi") in certain of its subsidiaries (the "Restructuring"), the shares of common stock of Activision Blizzard, Inc. (the "Issuer"), par value \$0.000001 per share (the "Shares") were directly held by VGAC LLC ("VGAC"), which is a wholly-owned subsidiary of Vivendi Games Acquisition Company ("VG Acquisition"), which is a wholly-owned subsidiary of Vivendi Holding I Corp. ("VHI"), which is a wholly-owned subsidiary of Vivendi. VG Acquisition, VHI and Vivendi were indirect beneficial owners of the reported Shares. Pursuant to the Restructuring, the Shares directly held by VGAC were transferred to such subsidiaries as described in footnotes 2 through 8 herein.
- (2) VGAC sold these Shares to VHI in repayment of an intercompany loan in the amount of \$1,336,793,794.26 in connection with the Restructuring. These Shares were directly held by VGAC prior to this disposition and were directly held by VHI following this disposition. Vivendi was an indirect beneficial owner of these Shares both before and after this disposition.

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- (3) VGAC sold these Shares to CHL (U.S.) Inc. ("CHL"), a wholly-owned subsidiary of Vivendi, in repayment of an intercompany loan in the amount of \$760,403,799.64 in connection with the Restructuring. These Shares were directly held by VGAC prior to this disposition and were directly held by CHL after this disposition. Vivendi was an indirect beneficial owner of these Shares both before and after this disposition. CHL did not directly or indirectly beneficially own more than 10% of the Issuer's outstanding Shares.
- (4) CHL distributed these Shares to VHI in connection with the Restructuring. These Shares were directly held by CHL prior to this disposition and were directly held by VHI after this disposition. Vivendi was an indirect beneficial owner of these Shares both before and after this disposition.
- (5) VG Acquisition merged with and into VHI in connection with the Restructuring (the "VG Acquisition Merger"). The direct beneficial ownership of these Shares remained with VGAC. As a result of the VG Acquisition Merger, VG Acquisition disposed of indirect beneficial ownership of these Shares and VHI became the direct parent of VGAC. VHI and Vivendi were indirect beneficial owners of these Shares both before and after the VG Acquisition Merger.
- (6) VGAC merged with and into VHI in connection with the Restructuring (the "VGAC Merger"). As a result of the VGAC Merger, VGAC disposed of these Shares and VHI became the direct owner of these Shares. Vivendi was an indirect beneficial owner of these Shares both before and after the VGAC Merger. As a result of the prior events in the Restructuring, immediately following the VGAC Merger, VHI directly held 683,643,890 Shares.
- (7) VHI distributed these Shares to Vivendi in connection with the Restructuring (the "Distribution"). These Shares were directly held by VHI prior to the Distribution and are directly held by Vivendi after the Distribution.
- (8) After the Distribution, Vivendi contributed (the "VHI Contribution") 100% of its ownership interest in VHI to Amber Holding Subsidiary Co. ("New VH") and New VH became an indirect beneficial owner of these Shares. Immediately after the VHI Contribution, VHI converted into a Delaware limited liability company, Vivendi Holding I LLC ("VHI LLC"). VHI LLC then sold these Shares and all of the issued and outstanding capital stock of Universal Music Group, Inc. to New VH in exchange for assumption by New VH of certain outstanding obligations owed by VHI LLC (as successor to VHI) to Vivendi in an aggregate amount of \$1,825,170,260 in connection with the Restructuring. These Shares were directly held by VHI LLC prior to this disposition and are directly held by New VH after this disposition. Vivendi was an indirect beneficial owner of these Shares both before and after this disposition.
- (9) Vivendi sold 100% of the issued and outstanding capital stock of New VH, which owns these Shares, to the Issuer pursuant to the Stock Purchase Agreement, by and among, the Issuer, Vivendi and ASAC II LP, an exempted limited partnership established under the laws of the Cayman Islands and acting by ASAC II LLC, its general partner ("ASAC"), dated July 25, 2013 (the "Stock Purchase Agreement") for a purchase price of \$13.60. Vivendi was an indirect beneficial owner of these Shares prior to this disposition.
- (10) Vivendi sold these Shares to ASAC pursuant to the Stock Purchase Agreement for a purchase price of \$13.60. Vivendi was a direct beneficial owner of these Shares prior to this disposition.

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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