

Activision Blizzard, Inc.
Form SC 13D/A
May 30, 2014

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

SCHEDULE 13D/A
(Rule 13d-101)
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Activision Blizzard, Inc.

(Name of Issuer)

Common Stock, \$0.000001 par value

(Title of Class of Securities)

00507V109

(CUSIP Number)

George E. Bushnell III, Esq.

Senior Vice President and Deputy General Counsel

Vivendi S.A

800 Third Avenue, 5th Floor

New York, New York 10022

Telecopy: (212) 572-7496

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 28, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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*).

CUSIP No. 00507V109

SCHEDULE 13D/A

1. Names of Reporting Persons

Vivendi S.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC, BK, OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

N/A

6. Citizenship or Place of Organization

France

Number of 7. Sole Voting Power

Shares

Beneficially 41,499,688

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With 41,499,688

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

41,499,688

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

N/A

13. Percent of Class Represented by Amount in Row (11)

5.8%¹

14. Type of Reporting Person (See Instructions)

OO

¹ Based upon 715,726,100 shares of common stock outstanding as of May 21, 2014, as provided by the Issuer.

This Amendment No. 4 (this Amendment) amends and supplements the Schedule 13D filed on July 18, 2008 (the Original Filing), as amended by Amendment No. 1 thereto filed on November 17, 2011 (Amendment No. 1), Amendment No. 2 thereto filed on July 30, 2013 (Amendment No. 2) and Amendment No. 3 thereto filed on October 15, 2013 (Amendment No. 3) and together with the Original Filing, Amendment No. 1 and Amendment No. 2, the Schedule 13D), by the Filing Person relating to the common stock, par value \$0.000001 per share (Common Stock) of Activision Blizzard, Inc., a Delaware corporation (the Issuer). Information reported in the Schedule 13D remains in effect except to the extent that it is amended, supplemented, restated or superseded by information contained in this Amendment. Each capitalized term used herein but not defined in this Amendment shall have the meaning assigned to such term in the Schedule 13D.

Item 2 of the Schedule 13D is hereby amended as follows:

The third paragraph of Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

The name, present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) and citizenship of each director of Vivendi is set forth in Schedule I and is incorporated into this Item 2 by reference. The name, present principal occupation or employment and citizenship of each executive officer of Vivendi is set forth in Schedule II and is incorporated into this Item 2 by reference.

Item 3

No applicable amendment.

Item 4

Item 4 of the Schedule 13D is hereby amended and supplemented to reflect the following:

On May 21, 2014, Vivendi entered into an Underwriting Agreement (the Underwriting Agreement) with the Issuer, Barclays Capital Inc. (Barclays) and Credit Suisse Securities (USA) LLC (together with Barclays, the Underwriters). The Underwriting Agreement provides for the sale of 41,499,689 Shares at a price of \$20.54 per share by Vivendi to the Underwriters (the Sale) upon the terms and subject to the conditions thereof. In connection with the Sale, the Issuer filed a prospectus supplement on May 23, 2014 (the Issuer Prospectus Supplement).

The Sale closed on May 28, 2014. After giving effect to the Sale, the Reporting Person owned in the aggregate 41,499,688 Shares.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit F hereto and incorporated into this Item 4 of this Schedule 13D by reference.

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) As of the date of this Amendment, the Filing Person beneficially owned in the aggregate 41,499,688 Shares, constituting 5.8% of the outstanding Shares. The percentage of Shares owned is based upon 715,726,100 Shares outstanding as of May 21, 2014, as provided by the Issuer.

(b) The number of Shares as to which there is sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose or direct the disposition, or shared power to dispose or direct the disposition for the Filing Person is set forth on the cover pages in items 7 through 10. The information in such items is incorporated herein by

reference.

(c) The following transaction was effected in the past 60 days:

Vivendi sold 41,499,689 Shares at a price of \$20.54 per share pursuant to the Underwriting Agreement and the Issuer Prospectus Supplement. The Sale closed on May 28, 2014.

(d) Not applicable.

(e) Not applicable.

Item 6 of the Schedule 13D is hereby amended as follows:

Item 6 of Schedule 13D is hereby amended and supplemented to incorporate by reference the amendments and supplements to Item 4 herein.

Item 7 of the Schedule 13D is hereby amended by adding the following language at the end thereof:

Exhibit F- Underwriting Agreement, dated as of May 21, 2014, by and among Activision Blizzard, Inc., Barclays Capital Inc., Credit Suisse Securities (USA) LLC and Vivendi, S.A. (incorporated by reference to Exhibit 1.1 to Activision Blizzard Inc.'s Form 8-K, filed with the Securities and Exchange Commission on May 23, 2014).

SIGNATURE

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: May 29, 2014

VIVENDI S.A.

By: /s/ George E. Bushnell III

Name: George E. Bushnell III

Title: Senior Vice President and Deputy
General Counsel

SCHEDULE I

The name and present principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each director of Vivendi is set forth below.

Unless otherwise specified, each person listed below is a citizen of France.

| | Present principal occupation or employment | Principal Business Address and Citizenship (if other than France) |
|-----------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <i>Management Board</i> | | |
| François Dubos | Chairman of the Management Board, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| André de Puyfontaine | Senior Executive Vice President, Media and Content Activities, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Yves Charlier | Chairman and Chief Executive Officer, SFR | 12, rue Jean-Philippe Rameau, 93634 La Plaine Saint Denis, France |
| | | Citizen of Belgium |
| Philippe | Chief Financial Officer, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| <i>Supervisory Board:</i> | | |
| René Fourtou | Chairman of the Supervisory Board, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Antoine Bolloré | Vice Chairman of the Supervisory Board, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Yves Bébéar * | Honorary Chairman of the Supervisory Board, AXA Group | 25, avenue Matignon, 75008 Paris, France |
| Marie Bricault | Marketing and Logistics Manager, Investor Relations Department, Vivendi | 42, avenue de Friedland, 75008 Paris, France |
| Richard Cagni | Non-Executive Director, Kingfisher Plc | 69 Courtfield Gardens, Flat 3, London SW5 0NJ, United Kingdom |
| Philippe Camus | Director, Valeo S.A. | 8 chemin de Blandonnet, 1214 Vernier, Geneva, Switzerland |
| Yves Costes | Chairwoman and Chief Executive Officer, 1000mercis | 28, rue de Châteaudun, 75009 Paris, France |
| André de Juniac | Chairman and Chief Executive Officer, Air France | 45, rue de Paris, 95747 Roissy-Charles-de-Gaulle Cedex, France |
| Philippe Donnet | Director, Gecina | 41-43, rue Saint Dominique, 75007 Paris, France |
| Christophe Hériard Dubreuil | Director, Rémy Cointreau | 21, boulevard Haussmann, 75008 Paris, France |
| Yves Jabès | Chairwoman, Nuxe group | 19, rue Pécelet, 75015 Paris, France |

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| | | |
|------------------------|----------------------------------------------------------|----------------------------------------------------------------------------|
| Lachmann | Chairman of the Supervisory Board, Schneider Electric SA | 35, rue Joseph Monier, 92500 Rueil-Malmaison, France |
| Rodocanachi | Chief Executive Officer, Management Patrimonial Conseil | 40, rue La Pérouse, 75116 Paris, France |
| eline Tammenoms Bakker | Member of the Supervisory Board, Tesco PLC | Duinweg 85, 2585 JV The Hague, The Netherlands; citizen of The Netherlands |

* Mr. Bébéar is a non-voting director.

SCHEDULE II

The name and present principal occupation or employment of each member of the management team of Vivendi is set forth below.

Each of the persons identified below is a citizen of France, with the exception of Simon Gillham, who is a citizen of Britain.

The business address for each person identified below is 42, avenue de Friedland, 75008 Paris, France.

| Name | Present principal occupation or employment |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------|
| Arnaud de Puyfontaine | Senior Executive Vice President, Media and Content Activities, Vivendi |
| Hervé Philippe | Chief Financial Officer and Member of the Management Board, Vivendi |
| Régis Turrini | Senior Executive Vice President, Mergers and Acquisitions, Vivendi |
| Stéphane Roussel | Senior Executive Vice President, Vivendi |
| Simon Gillham | Senior Executive Vice President, Communications and Public Affairs, Vivendi |
| Jean-François Dubos | Chairman of the Management Board, Vivendi |
| Frédéric Crépin | Executive Vice President, General Counsel and Secretary of the Supervisory Board and of the Management Board, Vivendi |
| Mathieu Peyceré | Executive Vice President, Human Resources, Vivendi |