

Activision Blizzard, Inc.
Form S-8 POS
December 21, 2015

As filed with the Securities and Exchange Commission on December 21, 2015

Registration No. 333-111131

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

ACTIVISION BLIZZARD, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-4803544
(I.R.S. Employer
Identification Number)

3100 Ocean Park Boulevard

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Santa Monica, California 90405

(Address of principal executive offices)

Activision, Inc. 2003 Incentive Plan

(Full title of the plan)

Chris B. Walther

Chief Legal Officer

Activision Blizzard, Inc.

3100 Ocean Park Boulevard

Santa Monica, California 90405

(Name and address of agent for service)

(310) 255-2059

(Telephone number, including area code,

of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer X

Accelerated filer O

Non-accelerated filer O

Smaller reporting company O

EXPLANATORY NOTE

Partial Deregistration of Securities

Activision Blizzard, Inc. (the Company) is filing this Post-Effective Amendment No. 2 to Form S-8 Registration Statement (the Amendment) in order to deregister certain securities originally registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 12, 2003, file number 333-111131 (the 2003 Form S-8) for offer or sale pursuant to the Company's 2003 Incentive Plan (the 2003 Plan). A total of 48,000,000 shares of the Company's Common Stock were registered under the 2003 Form S-8.

On September 27, 2007, the stockholders of the Company adopted the Activision, Inc. 2007 Incentive Plan and, pursuant to the terms thereof, the Company ceased making awards under the 2003 Plan. The total number of shares of Common Stock available for grant under the 2003 Plan and registered under the 2001 Form S-8, but not actually subject to outstanding awards as of the date of this Amendment, is 3,826,418 (the Excess Shares). In accordance with the undertaking contained in the Registration Statement(s) pursuant to Item 512(a)(3) of Regulation S-K, the Company is filing this Amendment to remove from registration, by means of a post-effective amendment, the Excess Shares.

The foregoing numbers reflect a 3-for-2 stock split completed by the Company in February of 2004, two 4-for-3 stock splits completed by the Company in March of 2005 and October of 2005, respectively, and a 2-for-1 stock split completed by the Company in September of 2008, the result of which was that every three shares of the Company's pre-split Common Stock, with a par value of \$.000001 per share, registered on the 2003 Form S-8, was converted into sixteen shares of post-split Common Stock.

The 2003 Form S-8 will remain in effect as to the 2003 Plan to cover the potential issuance of shares of Common Stock upon the exercise of outstanding awards.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment to Form S-8 and has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Santa Monica, State of California, on December 21, 2015.

ACTIVISION BLIZZARD, INC.

By: */s/ Jeffrey A. Brown*
Jeffrey A. Brown
Secretary