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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark one)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2009

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from                      to

Commission File Number 1-15839



**ACTIVISION BLIZZARD, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**95-4803544**

(I.R.S. Employer Identification No.)

**3100 Ocean Park Boulevard, Santa Monica, CA**

(Address of principal executive offices)

**90405**

(Zip Code)

**(310) 255-2000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Accelerated Filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's Common Stock outstanding at July 31, 2009 was 1,271,537,403.

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ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

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## EXPLANATORY NOTE

*On July 9, 2008, a business combination by and among Activision, Inc., Sego Merger Corporation, a wholly-owned subsidiary of Activision, Inc., Vivendi S.A. ("Vivendi"), VGAC LLC, a wholly-owned subsidiary of Vivendi, and Vivendi Games, Inc., a wholly-owned subsidiary of VGAC LLC, was consummated. As a result of the consummation of the business combination, Activision, Inc. was renamed Activision Blizzard, Inc. For accounting purposes, the business combination is treated as a "reverse acquisition," with Vivendi Games, Inc. deemed to be the acquirer. The historical financial statements of Activision Blizzard, Inc. prior to July 9, 2008 are those of Vivendi Games, Inc. (see Note 1 of Condensed Consolidated Financial Statements for more details).*

## CAUTIONARY STATEMENT

*This Quarterly Report on Form 10-Q contains, or incorporates by reference, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements consist of any statement other than a recitation of historical fact and include, but are not limited to, (1) projections of revenues, expenses, income or loss, earnings or loss per share, cash flow or other financial items; (2) statements of our plans and objectives, including those relating to product releases; (3) statements of future economic performance; and (4) statements of assumptions underlying such statements. We generally use words such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "future," "intend," "may," "outlook," "plan," "positioned," "potential," "project," "remain," "scheduled," "set to," "subject to," "to be," "upcoming," "will," and other similar expressions to help identify forward-looking statements. Forward-looking statements are subject to business and economic risk, reflect management's current expectations, estimates and projections about our business, and are inherently uncertain and difficult to predict. Our actual results could differ materially. The forward-looking statements contained herein speak only at the date on which this Form 10-Q was first filed, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report. Risks and uncertainties that may affect our future results include, but are not limited to, sales levels of our titles, shifts in consumer spending trends, the impact of the current macroeconomic environment, the seasonal and cyclical nature of the interactive game market, any further difficulties related to the transition of World of Warcraft in China from the former licensee to NetEase, our ability to predict consumer preferences among competing hardware platforms (including next-generation hardware), declines in software pricing, product returns and price protection, product delays, retail acceptance of our products, adoption rate and availability of new hardware and related software, industry competition, rapid changes in technology, industry standards and customer preferences, protection of proprietary rights, litigation against us, maintenance of relationships with key personnel, customers, licensees, licensors, vendors and third-party developers, counterparty risks relating to customers, licensees, licensors and manufacturers, domestic and international economic, financial and political conditions and policies, foreign exchange rates, integration of recent acquisitions and the identification of suitable future acquisition opportunities, our success in completing the integration of the operations of Activision and Vivendi Games in a timely manner and the combined company's ability to realize the anticipated benefits and synergies of the transaction to the extent, or in the timeframe, anticipated, and the other factors identified in "Risk Factors" included in Part II, Item 1A of this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2008. The forward-looking statements contained herein are based upon information available to us as of the date of this Quarterly Report on Form 10-Q and we assume no obligation to update any such forward-looking statements. Forward-looking statements believed to be true when made may ultimately prove to be incorrect. These statements are not guarantees of our future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and may cause actual results to differ materially from current expectations.*

**Part I. FINANCIAL INFORMATION****Item 1. Financial Statements****ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(Amounts in millions, except share and per share data)

|  | At June 30,<br>2009 | At December 31,<br>2008 |
|--|---------------------|-------------------------|
| <b>Assets</b>  |                     |                         |
| Current assets:  |                     |                         |
| Cash and cash equivalents  | \$ 2,728            | \$ 2,958                |
| Short-term investments   | 102                 | 44                      |
| Accounts receivable, net of allowances of \$242 million and \$268 million at June 30, 2009 and December 31, 2008, respectively   | 282                 | 1,210                   |
| Inventories  | 198                 | 262                     |
| Software development   | 231                 | 235                     |
| Intellectual property licenses   | 51                  | 35                      |
| Deferred income taxes, net   | 792                 | 536                     |
| Intangible assets, net   | 2                   | 14                      |
| Other current assets   | 124                 | 201                     |
| Total current assets   | 4,510               | 5,495                   |
| Long-term investments  | 23                  | 78                      |
| Software development   | 16                  | 1                       |
| Intellectual property licenses   | 5                   | 5                       |
| Property and equipment, net  | 134                 | 149                     |
| Other assets   | 16                  | 30                      |
| Intangible assets, net   | 1,206               | 1,283                   |
| Trademark and trade names  | 433                 | 433                     |
| Goodwill   | 7,176               | 7,227                   |
| Total assets   | <u>\$ 13,519</u>    | <u>\$ 14,701</u>        |
| <b>Liabilities and Shareholders' Equity</b>  |                     |                         |
| Current liabilities:   |                     |                         |
| Accounts payable   | \$ 135              | \$ 555                  |
| Deferred revenues  | 423                 | 923                     |
| Accrued expenses and other liabilities   | 533                 | 842                     |
| Total current liabilities  | 1,091               | 2,320                   |
| Deferred income taxes, net   | 699                 | 615                     |
| Other liabilities  | 198                 | 239                     |
| Total liabilities  | 1,988               | 3,174                   |
| Commitments and contingencies (Note 16)  |                     |                         |
| Shareholders' equity:  |                     |                         |
| Common stock, \$.000001 par value per share, 2,400,000,000 shares authorized, 1,346,293,791 and 1,325,206,032 shares issued at June 30, 2009 and December 31, 2008, respectively | —                   | —                       |
| Additional paid-in capital   | 12,303              | 12,170                  |
| Less: Treasury stock, at cost, 64,216,272 and 12,967,265 shares at June 30, 2009 and December 31, 2008, respectively   | (668)               | (126)                   |
| Accumulated deficit  | (90)                | (474)                   |
| Accumulated other comprehensive loss   | (14)                | (43)                    |
| Total shareholders' equity   | 11,531              | 11,527                  |
| Total liabilities and shareholders' equity   | <u>\$ 13,519</u>    | <u>\$ 14,701</u>        |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)  
(Amounts in millions, except per share data)

|  | For the three months ended |                | For the six months ended |                |
|--|----------------------------|----------------|--------------------------|----------------|
|  | June 30,                   |                | June 30,                 |                |
|  | 2009                       | 2008           | 2009                     | 2008           |
| <b>Net revenues</b>  |                            |                |                          |                |
| Product sales  | \$ 747                     | \$ 80          | \$ 1,437                 | \$ 141         |
| Subscription, licensing, and other revenues                                | 291                        | 272            | 582                      | 536            |
| <b>Total net revenues</b>  | <u>1,038</u>               | <u>352</u>     | <u>2,019</u>             | <u>677</u>     |
| <b>Costs and expenses</b>  |                            |                |                          |                |
| Cost of sales – product costs  | 281                        | 39             | 577                      | 74             |
| Cost of sales – software royalties and amortization                        | 86                         | 16             | 158                      | 37             |
| Cost of sales – intellectual property licenses                             | 54                         | 7              | 118                      | 9              |
| Cost of sales – massively multi-player online role-playing game (“MMORPG”) | 51                         | 44             | 103                      | 93             |
| Product development  | 123                        | 99             | 240                      | 203            |
| Sales and marketing  | 118                        | 51             | 201                      | 78             |
| General and administrative   | 92                         | 50             | 195                      | 74             |
| Restructuring  | 15                         | —              | 30                       | —              |
| <b>Total costs and expenses</b>  | <u>820</u>                 | <u>306</u>     | <u>1,622</u>             | <u>568</u>     |
| <b>Operating income</b>  | 218                        | 46             | 397                      | 109            |
| <b>Investment income, net</b>  | —                          | 2              | 10                       | 4              |
| <b>Income before income tax expense</b>                                    | 218                        | 48             | 407                      | 113            |
| <b>Income tax expense</b>  | 23                         | 20             | 23                       | 42             |
| <b>Net income</b>  | <u>\$ 195</u>              | <u>\$ 28</u>   | <u>\$ 384</u>            | <u>\$ 71</u>   |
| <b>Earnings per common share, basic</b>                                    | <u>\$ 0.15</u>             | <u>\$ 0.05</u> | <u>\$ 0.29</u>           | <u>\$ 0.12</u> |
| <b>Earnings per common share, diluted</b>                                  | <u>\$ 0.15</u>             | <u>\$ 0.05</u> | <u>\$ 0.28</u>           | <u>\$ 0.12</u> |
| <b>Weighted-average shares outstanding</b>                                 |                            |                |                          |                |
| Basic  | 1,289                      | 591            | 1,299                    | 591            |
| Diluted  | 1,332                      | 591            | 1,345                    | 591            |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(Amounts in millions)

|   | For the six months ended |              |
|---|--------------------------|--------------|
|   | June 30,                 |              |
|   | 2009                     | 2008         |
| Cash flows from operating activities:   |                          |              |
| Net income  | \$ 384                   | \$ 71        |
| Adjustments to reconcile net income to net cash provided by operating activities:                           |                          |              |
| Deferred income taxes   | (118)                    | 34           |
| Depreciation and amortization   | 129                      | 32           |
| Unrealized gain on auction rate securities classified as trading securities                                 | (2)                      | —            |
| Unrealized loss on put option from UBS  | 2                        | —            |
| Amortization and write-off of capitalized software development costs and intellectual property licenses (1) | 154                      | 44           |
| Stock-based compensation expense (2)  | 73                       | 20           |
| Tax shortfall from employee stock option exercises  | (1)                      | —            |
| Excess tax benefits from stock option exercises   | (56)                     | —            |
| Changes in operating assets and liabilities:  |                          |              |
| Accounts receivable   | 928                      | 47           |
| Inventories   | 64                       | (2)          |
| Software development and intellectual property licenses   | (166)                    | (43)         |
| Other assets  | 90                       | (7)          |
| Deferred revenues   | (500)                    | —            |
| Accounts payable  | (421)                    | 8            |
| Accrued expenses and other liabilities  | (351)                    | (14)         |
| Net cash provided by operating activities   | <u>209</u>               | <u>190</u>   |
| Cash flows from investing activities:   |                          |              |
| Capital expenditures  | (24)                     | (16)         |
| Proceeds from sale of investments   | 2                        | —            |
| Proceeds from maturities of investments   | 3                        | —            |
| Cash payments to effect acquisitions, net of cash acquired  | —                        | (5)          |
| (Increase) decrease in restricted cash  | (5)                      | 2            |
| Net cash used in investing activities   | <u>(24)</u>              | <u>(19)</u>  |
| Cash flows from financing activities:   |                          |              |
| Proceeds from issuance of common stock to employees   | 45                       | —            |
| Repurchase of common stock  | (542)                    | —            |
| Excess tax benefits from stock option exercises   | 56                       | —            |
| Net cash transfers to Vivendi and affiliated companies  | —                        | (172)        |
| Net cash used in financing activities   | <u>(441)</u>             | <u>(172)</u> |
| Effect of foreign exchange rate changes on cash and cash equivalents  | <u>26</u>                | <u>(2)</u>   |
| Net decrease in cash and cash equivalents   | (230)                    | (3)          |
| Cash and cash equivalents at beginning of period  | <u>2,958</u>             | <u>62</u>    |
| Cash and cash equivalents at end of period  | <u>\$ 2,728</u>          | <u>\$ 59</u> |

(1) Excludes deferral and amortization of stock-based compensation expense.

(2) Includes the net effects of capitalization, deferral, and amortization of stock-based compensation expense.

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
For the Six Months ended June 30, 2009  
(Unaudited)  
(Amounts in millions)

|  | Common Stock |             | Additional<br>Paid-In<br>Capital | Treasury Stock |                 | Accumulated<br>Deficit | Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>Shareholders'<br>Equity |
|--|--------------|-------------|----------------------------------|----------------|-----------------|------------------------|---|----------------------------------|
|  | Shares       | Amount      |                                  | Shares         | Amount          |                        |   |                                  |
| <b>Balance at December 31, 2008</b>  | 1,325        | \$ —        | \$ 12,170                        | (13)           | \$ (126)        | \$ (474)               | \$ (43)                                       | \$ 11,527                        |
| Components of comprehensive income:  |              |             |                                  |                |                 |                        |   |                                  |
| Net income   | —            | —           | —                                | —              | —               | 384                    | —   | 384                              |
| Foreign currency translation adjustment  | —            | —           | —                                | —              | —               | —                      | 29  | 29                               |
| Total comprehensive income   |              |             |                                  |                |                 |                        |   | 413                              |
| Issuance of common stock pursuant to employee stock options and restricted stock rights        | 21           | —           | 45                               | —              | —               | —                      | —   | 45                               |
| Stock-based compensation expense related to employee stock options and restricted stock rights | —            | —           | 87                               | —              | —               | —                      | —   | 87                               |
| Tax shortfall from employee stock option exercises   | —            | —           | (1)                              | —              | —               | —                      | —   | (1)                              |
| Issuance of contingent consideration   | —            | —           | 2                                | —              | —               | —                      | —   | 2                                |
| Shares repurchased   | —            | —           | —                                | (51)           | (542)           | —                      | —   | (542)                            |
| <b>Balance at June 30, 2009</b>  | <u>1,346</u> | <u>\$ —</u> | <u>\$ 12,303</u>                 | <u>(64)</u>    | <u>\$ (668)</u> | <u>\$ (90)</u>         | <u>\$ (14)</u>                                | <u>\$ 11,531</u>                 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**  
**Notes to Condensed Consolidated Financial Statements**  
(Unaudited)

**1. Background and basis of presentation**

*Business*

Activision Blizzard, Inc. is a worldwide pure-play online, personal computer (“PC”), console and hand-held game publisher. The terms “Activision Blizzard,” the “Company,” “we,” “us,” and “our” are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries. Based upon our organizational structure, we operate four operating segments as follows:

Activision Publishing, Inc.

Activision Publishing, Inc. (“Activision”) is a leading international publisher of interactive software products and peripherals. Activision develops and publishes video games on various consoles, hand-held platforms and the PC platform through internally developed franchises and license agreements. Activision currently offers games that operate on the Sony Computer Entertainment (“Sony”) PlayStation 2 (“PS2”), Sony PlayStation 3 (“PS3”), Nintendo Co. Ltd. (“Nintendo”) Wii (“Wii”), and Microsoft Corporation (“Microsoft”) Xbox 360 (“Xbox 360”) console systems; the Sony PlayStation Portable (“PSP”) and Nintendo Dual Screen (“NDS”) hand-held devices; the PC; and the new hand-held game system Nintendo DSi. Our Activision business involves the development, marketing, and sale of products directly, by license, or through our affiliate label program with certain third-party publishers. Activision’s products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music, and strategy. Activision’s target customer base ranges from casual players to game enthusiasts, and children to adults.

Blizzard Entertainment, Inc.

Blizzard Entertainment, Inc. (“Blizzard”) is a leader in terms of subscriber base and revenues generated in the subscription-based massively multi-player online role-playing game (“MMORPG”) category. Blizzard internally develops and publishes PC-based computer games and maintains its proprietary online-game related service, Battle.net. Our Blizzard business involves the development, marketing, sales and support of role playing action and strategy games. Blizzard also develops, hosts, and supports its online subscription-based games in the MMORPG category. Blizzard is the development studio and publisher best known as the creator of World of Warcraft and the multiple award winning Diablo, StarCraft, and Warcraft franchises. Blizzard distributes its products and generates revenues worldwide through various means, including: subscription revenues (which consist of fees from individuals playing World of Warcraft, such as prepaid cards and other ancillary online revenues); retail sales of physical “boxed” products; electronic download sales of PC products; and licensing of software to third-party companies that distribute World of Warcraft in China, Russia, and Taiwan.

Activision Blizzard Distribution

Activision Blizzard Distribution (“Distribution”) consists of operations in Europe that provide warehousing, logistical, and sales distribution services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Activision Blizzard’s non-core exit operations

Activision Blizzard’s non-core exit operations (“Non-Core”) represent legacy Vivendi Games’ divisions or business units that we have exited or substantially wound down as part of our restructuring and integration efforts as a result of the Business Combination described below, but do not meet the criteria for separate reporting of discontinued operations.

*Business Combination*

On July 9, 2008, a business combination (the “Business Combination”) by and among Activision, Inc., Sego Merger Corporation, a wholly-owned subsidiary of Activision, Inc., Vivendi S.A. (“Vivendi”), VGAC LLC, a wholly-owned subsidiary of Vivendi, and Vivendi Games, Inc. (“Vivendi Games”), a wholly-owned subsidiary of VGAC LLC, was consummated. As a result of the consummation of the Business Combination, Activision, Inc. was renamed Activision



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Blizzard, Inc. For accounting purposes, the Business Combination is treated as a “reverse acquisition,” with Vivendi Games deemed to be the acquirer. The historical financial statements of Activision Blizzard, Inc. prior to July 9, 2008 are those of Vivendi Games. See Note 1 of the Notes to Consolidated Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2008 for a more complete discussion of the Business Combination.

Activision Blizzard continues to operate as a public company traded on NASDAQ under the ticker symbol ATVI and now conducts the combined business operations of Activision, Inc. and Vivendi Games including its subsidiary, Blizzard Entertainment.

We maintain significant operations in the United States, Canada, the United Kingdom (“UK”), Germany, France, Italy, Spain, Australia, Sweden, South Korea, Norway, Denmark, China, and the Netherlands.

### *Basis of Presentation*

Activision Blizzard prepared the accompanying unaudited Condensed Consolidated Financial Statements in accordance with the rules and regulations of the Securities and Exchange Commission for interim reporting. As permitted under those rules and regulations, certain notes or other information that are normally required by accounting principles generally accepted in the United States of America (“U.S. GAAP”) have been condensed or omitted if they substantially duplicate the disclosures contained in the annual audited Consolidated Financial Statements. The unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of our financial position and results of operations in accordance with U.S. GAAP have been included.

The accompanying unaudited Condensed Consolidated Financial Statements include the accounts and operations of Activision Blizzard. All intercompany accounts and transactions have been eliminated. The Condensed Consolidated Financial Statements have been prepared in conformity with U.S. GAAP. The preparation of the Condensed Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements. Actual results could differ from these estimates and assumptions.

Certain reclassifications have been made to prior period amounts to conform to the current period presentation.

We have evaluated subsequent events through August 7, 2009, which is the date these Condensed Consolidated Financial Statements were issued.

## **2. Summary of significant accounting policies**

### *Financial Instruments*

The estimated fair values of financial instruments have been determined using available market information and valuation methodologies described below. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented herein may not be indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

The carrying amount of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses are a reasonable approximation of fair value due to their short-term nature. At June 30, 2009, our \$102 million of short-term investments included \$57 million of auction rate securities (“ARS”) classified as trading, \$42 million of restricted cash, and \$3 million of mortgage-backed securities. The mortgage-backed securities are carried at fair value with fair values estimated based on quoted market prices. Long-term investments represent ARS classified as available-for-sale. Both short-term and long-term ARS, which are comprised of student loan backed securities, are carried at fair value with fair values estimated using an income-approach model (discounted cash-flow analysis).

### *Derivative Financial Instruments*

On January 1, 2009, we adopted Statement of Financial Accounting Standard (“SFAS”) No. 161, “Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133” (“SFAS No. 161”). The adoption of SFAS No. 161 had no financial impact on our Condensed Consolidated Financial Statements and only required additional financial statement disclosures. We have applied the requirements of SFAS No. 161 on a prospective basis. Accordingly, disclosures related to interim periods prior to the date of adoption have not been presented.

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*Foreign Currency Swaps and Forward Contracts Not Designated as Hedges*

We transact business in various currencies other than the U.S. dollar and have significant international sales and expenses denominated in currencies other than the U.S. dollar, subjecting us to currency exchange rate risks. To mitigate our risk from foreign currency fluctuations we periodically enter into currency derivative contracts, principally swaps and forward contracts with maturities of twelve months or less with Vivendi as our principal counterparty. We do not hold or purchase any foreign currency contracts for trading or speculative purposes and we do not designate these forward contracts or swaps as hedging instruments. Accordingly, we report the fair value of these contracts in our Condensed Consolidated Balance Sheet with changes in fair value recorded in our Condensed Consolidated Statement of Operations.

The effects of derivative instruments on our Condensed Consolidated Financial Statements were as follows (amounts in millions):

| <b>Fair Value of Derivative Instruments in Condensed Consolidated Balance Sheet</b> | <b>Fair Value<br/>At June 30, 2009</b> | <b>Balance Sheet Location</b>          |
|---|--|--|
| Foreign currency swaps and forward contracts not designated as hedges               | \$ 1                                   | Accrued expenses and other liabilities |

  

| <b>Effect of Derivative Instruments on Condensed Consolidated Statement of Operations</b> | <b>Amount of Net Realized and Unrealized Gain (Loss) Recognized in Income on Derivatives for the Three Months Ended June 30, 2009</b> | <b>Income Statement Location</b> |
|---|---|----------------------------------|
| Foreign currency swaps and forward contracts not designated as hedges                     | \$ (2)  | Investment income, net           |

Net realized and unrealized gains related to foreign currency swaps and forward contracts not designated as hedges were less than \$1 million for the six months ended June 30, 2009.

**3. Inventories**

Our inventories consist of the following (amounts in millions):

|                                | <b>At June 30, 2009</b> | <b>At December 31, 2008</b> |
|--------------------------------|-------------------------|-----------------------------|
| Finished goods                 | \$ 184                  | \$ 251                      |
| Purchased parts and components | 14                      | 11                          |
|                                | <u>\$ 198</u>           | <u>\$ 262</u>               |

**4. Goodwill**

The changes in the carrying amount of goodwill by operating segment for the six months ended June 30, 2009 are as follows (amounts in millions):

|                                      | <b>Activision</b> | <b>Blizzard</b> | <b>Distribution</b> | <b>Total</b>    |
|--------------------------------------|-------------------|-----------------|---------------------|-----------------|
| Balance at December 31, 2008         | \$ 7,037          | \$ 178          | \$ 12               | \$ 7,227        |
| Issuance of contingent consideration | 2                 | —               | —                   | 2               |
| Goodwill acquired                    | 3                 | —               | —                   | 3               |
| Purchase accounting adjustment       | (1)               | —               | —                   | (1)             |
| Tax benefit credited to goodwill     | (55)              | —               | —                   | (55)            |
| Balance at June 30, 2009             | <u>\$ 6,986</u>   | <u>\$ 178</u>   | <u>\$ 12</u>        | <u>\$ 7,176</u> |

Issuance of contingent consideration consists of additional purchase consideration paid during 2009 in relation to a previous acquisition. The tax benefit credited to goodwill represents the tax deduction resulting from the exercise of

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stock options that were outstanding and vested at the consummation of the Business Combination and included in the purchase price of Activision, Inc. to the extent that the tax deduction did not exceed the fair value of those options.

**5. Intangible assets, net**

Intangible assets, net consist of the following (amounts in millions):

| At June 30, 2009                     |                        |                       |                          |                     |
|--------------------------------------|------------------------|-----------------------|--------------------------|---------------------|
|                                      | Estimated useful lives | Gross carrying amount | Accumulated amortization | Net carrying amount |
| Finite-lived intangible assets:      |                        |                       |                          |                     |
| License agreements                   | 3 - 10 years           | \$ 208                | \$ (22)                  | \$ 186              |
| Developed software                   | 1 - 2 years            | 287                   | (284)                    | 3                   |
| Game engines                         | 2 - 5 years            | 134                   | (59)                     | 75                  |
| Internally developed franchises      | 11 - 12 years          | 1,124                 | (193)                    | 931                 |
| Favorable leases                     | 1 - 4 years            | 5                     | (2)                      | 3                   |
| Distribution agreements              | 4 years                | 18                    | (8)                      | 10                  |
| Total finite-lived intangible assets |                        | 1,776                 | (568)                    | 1,208               |
| Indefinite-lived intangible assets:  |                        |                       |                          |                     |
| Activision trademark                 | Indefinite             | 386                   | —                        | 386                 |
| Acquired trade names                 | Indefinite             | 47                    | —                        | 47                  |
| Total                                |                        | <u>\$ 2,209</u>       | <u>\$ (568)</u>          | <u>\$ 1,641</u>     |

| At December 31, 2008                 |                        |                       |                          |                     |
|--------------------------------------|------------------------|-----------------------|--------------------------|---------------------|
|                                      | Estimated useful lives | Gross carrying amount | Accumulated amortization | Net carrying amount |
| Finite-lived intangible assets:      |                        |                       |                          |                     |
| License agreements                   | 3 - 10 years           | \$ 207                | \$ (12)                  | \$ 195              |
| Developed software                   | 1 - 2 years            | 286                   | (272)                    | 14                  |
| Game engines                         | 2 - 5 years            | 134                   | (42)                     | 92                  |
| Internally developed franchises      | 11 - 12 years          | 1,124                 | (145)                    | 979                 |
| Favorable leases                     | 1 - 4 years            | 5                     | (1)                      | 4                   |
| Distribution agreements              | 4 years                | 17                    | (5)                      | 12                  |
| Other intangibles                    | 0 - 2 years            | 5                     | (4)                      | 1                   |
| Total finite-lived intangible assets |                        | 1,778                 | (481)                    | 1,297               |
| Indefinite-lived intangible assets:  |                        |                       |                          |                     |
| Activision trademark                 | Indefinite             | 386                   | —                        | 386                 |
| Acquired trade names                 | Indefinite             | 47                    | —                        | 47                  |
| Total                                |                        | <u>\$ 2,211</u>       | <u>\$ (481)</u>          | <u>\$ 1,730</u>     |

Amortization expense of intangible assets for the three and six months ended June 30, 2009 was \$41 million and \$90 million, respectively. Amortization expense of intangible assets for the three and six months ended June 30, 2008 was \$1 million and \$2 million, respectively.

At June 30, 2009, future amortization of finite-lived intangible assets is estimated as follows (amounts in millions):

|                             |                 |
|-----------------------------|-----------------|
| 2009 (remaining six months) | \$ 191          |
| 2010                        | 212             |
| 2011                        | 147             |
| 2012                        | 123             |
| 2013                        | 106             |
| Thereafter                  | 429             |
| Total                       | <u>\$ 1,208</u> |

**6. Income taxes**

The income tax expense of \$23 million for the three months ended June 30, 2009 reflects an effective tax rate of 11%. The effective tax rate of 11% for the three months ended June 30, 2009 differs from the statutory rate of 35% primarily due to foreign income taxes provided at lower rates, geographic mix in profitability, recognition of research and development credits and IRC 199 domestic production deductions.

For the six months ended June 30, 2009, the tax rate is based on our projected annual effective tax rate for 2009, and also includes certain discrete tax benefits recorded during the period. Our tax expense of \$23 million for the six months ended June 30, 2009 reflects an effective tax rate of 6% which differs from our effective tax rate of 37% for the six months ended June 30, 2008 primarily due to lower foreign income tax rates and certain discrete tax benefits recorded during the period related to the release of valuation allowances on foreign net operating losses and the impact of changes to California tax laws.

We evaluate our deferred tax assets, including net operating losses, to determine if a valuation allowance is required. We assess whether a valuation allowance should be established or released based on the consideration of all available evidence using a “more likely than not” standard. In making such judgments, significant weight is given to evidence that can be objectively verified. At December 31, 2008 we had a foreign net operating loss valuation allowance of \$23 million. The ultimate realization of the foreign net operating losses depends upon the generation of future taxable income during the periods in which those temporary differences become deductible. We currently expect to realize these net operating losses through taxable income; therefore, in the first quarter of 2009, we released a valuation allowance of \$23 million against our deferred tax assets.

California Senate Bill No.15 was enacted in February 20, 2009 and contains significant changes to the state of California tax landscape. When there is an enacted change in tax laws or rate, we adjust our deferred tax liabilities and assets to reflect the change. During the six months ended June 30, 2009, we reduced our net deferred tax liabilities and tax provision by \$10 million.

**7. Software development costs and intellectual property licenses**

At June 30, 2009, capitalized software development costs included \$199 million of internally developed software costs and \$48 million of payments made to third-party software developers. At December 31, 2008, capitalized software development costs included \$173 million of internally developed software costs and \$63 million of payments made to third-party software developers. Capitalized intellectual property licenses were \$56 million and \$40 million at June 30, 2009 and December 31, 2008, respectively. Amortization of capitalized software development costs and intellectual property licenses for the three months ended June 30, 2009 and 2008 was \$97 million and \$3 million, respectively. There were no write-offs or impairments for the three months ended June 30, 2009. Write-offs and impairments were \$18 million for the three months ended June 30, 2008. Amortization of capitalized software development costs and intellectual property licenses for the six months ended June 30, 2009 and 2008 was \$169 million and \$4 million, respectively. Write-offs and impairments were less than \$1 million and \$39 million for the six months ended June 30, 2009 and 2008, respectively.

**8. Restructuring**

The Company has been implementing its organizational restructuring plan as a result of the Business Combination described in Note 1 of the Notes to Condensed Consolidated Financial Statements. This organizational restructuring plan includes the integration of different operations to streamline the combined organization of Activision Blizzard.

The primary goals of the organizational restructuring were to rationalize the title portfolio and consolidate certain corporate functions so as to realize the synergies of the Business Combination.

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The following table details the changes in restructuring reserves included in accrued expenses and other liabilities in the Condensed Consolidated Balance Sheets for the six months ended June 30, 2009 (amounts in millions):

|                                 | Severance    | Facilities<br>costs | Total        |
|---------------------------------|--------------|---------------------|--------------|
| Balance at December 31, 2008    | \$ 37        | \$ 7                | \$ 44        |
| Costs charged to expense        | 22           | 8                   | 30           |
| Costs paid or otherwise settled | (31)         | (4)                 | (35)         |
| Foreign exchange and other      | (2)          | —                   | (2)          |
| Balance at June 30, 2009        | <u>\$ 26</u> | <u>\$ 11</u>        | <u>\$ 37</u> |

The total restructuring reserve balance and the net restructuring charges are presented below by reporting segment (amounts in millions):

|  | Restructuring Reserve Balance |                         | Restructuring<br>Charges          |
|--|-------------------------------|-------------------------|-----------------------------------|
|  | At<br>June 30, 2009           | At<br>December 31, 2008 | Six months ended<br>June 30, 2009 |
| Activision                                     | \$ —                          | \$ —                    | \$ 8                              |
| Blizzard                                       | —                             | —                       | —                                 |
| Distribution                                   | 4                             | —                       | 5                                 |
| Activision Blizzard's core operations          | 4                             | —                       | 13                                |
| Activision Blizzard's non-core exit operations | 33                            | 44                      | 17                                |
| Total  | <u>\$ 37</u>                  | <u>\$ 44</u>            | <u>\$ 30</u>                      |

The expected restructuring charges to be incurred principally by Activision Blizzard's non-core exit operations related to the Business Combination during the three months ending September 30, 2009 are presented below (amounts in millions):

|   | Low  | High |
|---|------|------|
| Expected future restructuring costs, before tax | \$ 3 | \$ 6 |
| Expected future restructuring costs, after tax  | 2    | 4    |

The total expected restructuring charges related to the Business Combination from the Business Combination date through September 30, 2009 are presented below (amounts in millions):

|  | Low    | High   |
|--|--------|--------|
| Total expected restructuring costs, before tax | \$ 126 | \$ 129 |
| Total expected restructuring costs, after tax  | 76     | 78     |

The after tax cash charges are expected to consist primarily of employee-related severance cash costs (approximately \$52 million), facility exit cash costs (approximately \$8 million) and cash contract terminations costs (approximately \$18 million). Separately, through June 30, 2009 these restructuring charges were partially offset by cash proceeds of approximately \$37 million from asset disposals and after tax cash benefits related to the streamlining of the Vivendi Games title portfolio.

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**9. Comprehensive income and accumulated other comprehensive loss**

*Comprehensive Income*

The components of comprehensive income for the three and six months ended June 30, 2009 and 2008 were as follows (amounts in millions):

|  | Three months ended June 30, |              | Six months ended June 30, |              |
|--|-----------------------------|--------------|---------------------------|--------------|
|  | 2009                        | 2008         | 2009                      | 2008         |
| Net income   | \$ 195                      | \$ 28        | \$ 384                    | \$ 71        |
| Other comprehensive income (loss):                   |                             |              |                           |              |
| Foreign currency translation adjustment              | 31                          | (2)          | 29                        | 1            |
| Unrealized appreciation on investments, net of taxes | 1                           | —            | —                         | —            |
| Other comprehensive income (loss)                    | 32                          | (2)          | 29                        | 1            |
| Comprehensive income                                 | <u>\$ 227</u>               | <u>\$ 26</u> | <u>\$ 413</u>             | <u>\$ 72</u> |

*Accumulated Other Comprehensive Loss*

For the six months ended June 30, 2009 the components of accumulated other comprehensive loss were as follows (amounts in millions):

|                              | Foreign currency translation adjustment | Unrealized depreciation on investments | Accumulated other comprehensive loss |
|------------------------------|---|--|--------------------------------------|
| Balance at December 31, 2008 | \$ (41)                                 | \$ (2)                                 | \$ (43)                              |
| Other comprehensive income   | 29                                      | —                                      | 29                                   |
| Balance at June 30, 2009     | <u>\$ (12)</u>                          | <u>\$ (2)</u>                          | <u>\$ (14)</u>                       |

Income taxes were not provided for foreign currency translation items as these are considered indefinite investments in non-U.S. subsidiaries.

**10. Investment income, net**

Investment income, net is comprised of the following (amounts in millions):

|  | Three months ended June 30, |             | Six months ended June 30, |             |
|--|-----------------------------|-------------|---------------------------|-------------|
|  | 2009                        | 2008        | 2009                      | 2008        |
| Interest income  | \$ 3                        | \$ 2        | \$ 12                     | \$ 5        |
| Interest expense   | (1)                         | —           | (2)                       | —           |
| Unrealized gain on trading securities  | (1)                         | —           | 2                         | —           |
| Unrealized loss on put option from UBS   | 1                           | —           | (2)                       | —           |
| Net realized and unrealized gain (loss) on foreign exchange contracts and swaps with Vivendi | (2)                         | —           | —                         | (1)         |
| Investment income, net   | <u>\$ —</u>                 | <u>\$ 2</u> | <u>\$ 10</u>              | <u>\$ 4</u> |

**11. Investments**

*Available-for-Sale Investments*

The following table summarizes our short-term and long-term investments classified as available-for-sale at June 30, 2009 and December 31, 2008 (amounts in millions):

| <u>At June 30, 2009</u>                     | <u>Amortized<br/>cost</u> | <u>Gross<br/>unrealized<br/>gains</u> | <u>Gross<br/>unrealized<br/>losses</u> | <u>Fair<br/>value</u> |
|---|---------------------------|---------------------------------------|--|-----------------------|
| <b>Short-term investments:</b>              |                           |                                       |  |                       |
| Mortgage-backed securities                  | \$ 3                      | \$ —                                  | \$ —                                   | \$ 3                  |
| <b>Long-term investments:</b>               |                           |                                       |  |                       |
| Taxable auction rate securities             | 27                        | —                                     | (4)                                    | 23                    |
| <b>Total available-for-sale investments</b> | <b>\$ 30</b>              | <b>\$ —</b>                           | <b>\$ (4)</b>                          | <b>\$ 26</b>          |

| <u>At December 31, 2008</u>                 | <u>Amortized<br/>cost</u> | <u>Gross<br/>unrealized<br/>gains</u> | <u>Gross<br/>unrealized<br/>losses</u> | <u>Fair<br/>value</u> |
|---|---------------------------|---------------------------------------|--|-----------------------|
| <b>Short-term investments:</b>              |                           |                                       |  |                       |
| Mortgage-backed securities                  | \$ 8                      | \$ —                                  | \$ (1)                                 | \$ 7                  |
| <b>Long-term investments:</b>               |                           |                                       |  |                       |
| Taxable auction rate securities             | 27                        | —                                     | (4)                                    | 23                    |
| <b>Total available-for-sale investments</b> | <b>\$ 35</b>              | <b>\$ —</b>                           | <b>\$ (5)</b>                          | <b>\$ 30</b>          |

The following table illustrates the gross unrealized losses on available-for-sale securities and the fair value of those securities, aggregated by investment category at June 30, 2009 and December 31, 2008. The table also illustrates the length of time that they have been in a continuous unrealized loss position at June 30, 2009 and December 31, 2008 (amounts in millions):

| <u>At June 30, 2009</u>         | <u>Less than 12 months</u>   |                   | <u>12 months or more</u>     |                   | <u>Total</u>                 |                   |
|---------------------------------|------------------------------|-------------------|------------------------------|-------------------|------------------------------|-------------------|
|                                 | <u>Unrealized<br/>losses</u> | <u>Fair value</u> | <u>Unrealized<br/>losses</u> | <u>Fair value</u> | <u>Unrealized<br/>losses</u> | <u>Fair value</u> |
| Taxable auction rate securities | \$ (4)                       | \$ 23             | \$ —                         | \$ —              | \$ (4)                       | \$ 23             |

  

| <u>At December 31, 2008</u>     | <u>Less than 12 months</u>   |                   | <u>12 months or more</u>     |                   | <u>Total</u>                 |                   |
|---------------------------------|------------------------------|-------------------|------------------------------|-------------------|------------------------------|-------------------|
|                                 | <u>Unrealized<br/>losses</u> | <u>Fair value</u> | <u>Unrealized<br/>losses</u> | <u>Fair value</u> | <u>Unrealized<br/>losses</u> | <u>Fair value</u> |
| Mortgage-backed securities      | \$ (1)                       | \$ 7              | \$ —                         | \$ —              | \$ (1)                       | \$ 7              |
| Taxable auction rate securities | (4)                          | 23                | —                            | —                 | (4)                          | 23                |
| <b>Total</b>                    | <b>\$ (5)</b>                | <b>\$ 30</b>      | <b>\$ —</b>                  | <b>\$ —</b>       | <b>\$ (5)</b>                | <b>\$ 30</b>      |

The total unrealized loss of \$4 million at June 30, 2009 is due to the taxable ARS held through Morgan Stanley Smith Barney LLC, which is 51% owned by Morgan Stanley and 49% owned by Citigroup, Inc., as a result of failed auctions. (The ARS were held directly through Citigroup, Inc. until the Morgan Stanley Smith Barney LLC joint-venture closed in the second quarter 2009.) Our investments in ARS are all backed by higher education student loans.

Based upon our analysis of the available-for-sale investments with unrealized losses, we have concluded that the gross unrealized losses of \$4 million at June 30, 2009 were temporary in nature. We do not intend to sell the investment securities that are in an unrealized loss position and do not consider that it is more-likely-than-not that we will be required to sell the investment securities before recovery of their amortized cost basis, which may be maturity. We have not identified any issues related to the ultimate repayment of principal as a result of credit concerns on these securities. However, facts and circumstances may change which could result in a decline in fair value considered to be other-than-temporary in the future.

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The following table summarizes the contractually stated maturities of our investments classified as available-for-sale at June 30, 2009 (amounts in millions):

| <u>At June 30, 2009</u>  | <u>Amortized<br/>cost</u> | <u>Fair<br/>value</u> |
|--|---------------------------|-----------------------|
| Mortgage-backed securities (not due at a single maturity date) | \$ 3                      | \$ 3                  |
| Due after ten years  | 27                        | 23                    |
|  | <u>\$ 30</u>              | <u>\$ 26</u>          |

### *Trading Investments*

In connection with our acceptance of the UBS offer in November 2008, (see Note 3 and Note 6 of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the year ended December 31, 2008 for more details), resulting in our right to require UBS AG (“UBS”) to purchase our ARS at par value beginning on June 30, 2010 (the “Rights”), we reclassified our investments in ARS held through UBS from available-for-sale to trading securities. The reclassification to trading securities reflects management’s intent to exercise the Rights during the period between June 30, 2010 and July 3, 2012, which results in the securities being held for the purpose of selling them in the near future. Prior to our agreement with UBS, our intent was to hold the ARS until the market recovered. At the time of reclassification, the unrealized loss on our ARS was \$5 million. This unrealized loss was included in accumulated other comprehensive income (loss). Upon reclassification to trading securities, we immediately recognized in investment income, net, the \$5 million unrealized loss not previously recognized in earnings. Subsequently, we recognized an additional decline in fair value of \$2 million for a total unrealized loss of \$7 million, included in investment income, net, in our Consolidated Statements of Operations for the year ended December 31, 2008. For the six months ended June 30, 2009, we recognized a \$2 million unrealized gain included in investment income, net. The fair value of the ARS held through UBS totaled \$57 million and \$55 million at June 30, 2009 and December 31, 2008, respectively.

We continue to monitor the ARS market and consider its impact (if any) on the fair value of our investments. If the market conditions deteriorate further, we may be required to record additional unrealized losses in earnings, which may be offset by corresponding increases in value of the UBS offer.

## **12. Fair value measurements**

The three levels of inputs used to measure fair value are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.



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The tables below segregate all assets and liabilities that are measured at fair value on a recurring basis (which means they are measured at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date (amounts in millions):

|  | Fair Value Measurements at Reporting Date Using |   |   |   | Balance Sheet Classification |
|--|---|---|---|---|------------------------------|
|  | At June 30, 2009                                | Quoted Prices in Active Markets for Identical Financial Instruments (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |                              |
| <b>Financial assets:</b>   |   |   |   |   |                              |
| Money market funds   | \$ 2,621  | \$ 2,621  | \$ —  | \$ —                                      | Cash and cash equivalents    |
| Mortgage-backed securities   | 3   | —   | 3   | —   | Short-term investments       |
| Auction rate securities held through UBS (a)                             | 57  | —   | —   | 57  | Short-term investments       |
| Auction rate securities held through Morgan Stanley Smith Barney LLC (a) | 23  | —   | —   | 23  | Long-term investments        |
| Put option from UBS (b)  | 8   | —   | —   | 8   | Other assets—current         |
| <b>Total financial assets at fair value</b>                              | <b>\$ 2,712</b>                                 | <b>\$ 2,621</b>   | <b>\$ 3</b>                                   | <b>\$ 88</b>                              |                              |

|  |              |             |             |              |                               |
|--|--------------|-------------|-------------|--------------|-------------------------------|
| <b>Financial liabilities:</b>                    |              |             |             |              |                               |
| Foreign exchange contract derivatives            | \$ 1         | \$ —        | \$ 1        | \$ —         | Other liabilities—current     |
| Other financial liability                        | 31           | —           | —           | 31           | Other liabilities—non-current |
| <b>Total financial liabilities at fair value</b> | <b>\$ 32</b> | <b>\$ —</b> | <b>\$ 1</b> | <b>\$ 31</b> |                               |

|  | Fair Value Measurements at Reporting Date Using |   |   |   | Balance Sheet Classification |
|--|---|---|---|---|------------------------------|
|  | At December 31, 2008                            | Quoted Prices in Active Markets for Identical Financial Instruments (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |                              |
| <b>Financial assets:</b>   |   |   |   |   |                              |
| Money market funds   | \$ 2,609  | \$ 2,609  | \$ —  | \$ —                                      | Cash and cash equivalents    |
| Mortgage-backed securities                                       | 7   | —   | 7   | —   | Short-term investments       |
| Auction rate securities held through UBS and Citigroup, Inc. (a) | 78  | —   | —   | 78  | Long-term investments        |
| Put option from UBS (b)  | 10  | —   | —   | 10  | Other assets—non-current     |
| Foreign exchange contract derivatives                            | 5   | —   | 5   | —   | Other assets—current         |
| <b>Total financial assets at fair value</b>                      | <b>\$ 2,709</b>                                 | <b>\$ 2,609</b>   | <b>\$ 12</b>                                  | <b>\$ 88</b>                              |                              |

|  |              |             |             |              |                               |
|--|--------------|-------------|-------------|--------------|-------------------------------|
| <b>Financial liabilities:</b>                    |              |             |             |              |                               |
| Foreign exchange contract derivatives            | \$ 2         | \$ —        | \$ 2        | \$ —         | Other liabilities—current     |
| Other financial liability                        | 31           | —           | —           | 31           | Other liabilities—non-current |
| <b>Total financial liabilities at fair value</b> | <b>\$ 33</b> | <b>\$ —</b> | <b>\$ 2</b> | <b>\$ 31</b> |                               |

Other financial liability represents the earn-out liability from a previous acquisition. The earn-out liability was recorded

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at fair value at the date of the Business Combination as it will be settled by a variable number of shares of our common stock based on the average closing price for the five business days immediately preceding issuance of the shares. When estimating the fair value, we considered our projection of revenues from the related titles under the earn-out provisions. For the six months ended June 30, 2009, there was no change in our fair value estimate of this financial liability.

The following table provides a reconciliation of the beginning and ending balances of our financial assets and financial liabilities classified as Level 3 (amounts in millions):

|   | Level 3      |
|---|--------------|
| Balance at December 31, 2008, net                             | \$ 57        |
| Total losses realized/unrealized included in earnings (a) (b) | —            |
| Total losses included in other comprehensive income (a)       | —            |
| Balance at June 30, 2009, net                                 | <u>\$ 57</u> |

- (a) Due to uncertainties surrounding the timing of liquidation of our ARS held through Morgan Stanley Smith Barney LLC, which is 51% owned by Morgan Stanley and 49% owned by Citigroup, Inc., we classify these instruments as long-term investments in our Condensed Consolidated Balance Sheet at June 30, 2009. (The ARS were held directly through Citigroup, Inc. until the Morgan Stanley Smith Barney LLC joint-venture closed in the second quarter 2009.) Liquidity for these ARS is typically provided by an auction process which allows holders to sell their notes and resets the applicable interest rate at pre-determined intervals, usually every 7 to 35 days. On an industry-wide basis, many auctions have failed, and there is, as yet, no meaningful secondary market for these instruments. Each of the ARS in our long-term investment portfolio at June 30, 2009 has experienced a failed auction and there is no assurance that future auctions for these securities will succeed. An auction failure means that the parties wishing to sell their securities could not be matched with an adequate volume of buyers. In the event that there is a failed auction, the indenture governing the security requires the issuer to pay interest at a contractually defined rate that is generally above market rates for other types of similar instruments. The securities for which auctions have failed will continue to earn interest at the contractual rate and be auctioned every 7 to 35 days until the auction succeeds, the issuer calls the securities or they mature. As a result, our ability to liquidate and fully recover the carrying value of our ARS in the near term may be limited or not exist.

Our ARS held through UBS are classified as short-term investments in our Condensed Consolidated Balance Sheet at June 30, 2009 as we expect to sell our ARS under the put option from UBS within one year if we cannot liquidate them at par prior to then. See (b) below for further details.

Consequently, fair value measurements of our ARS have been estimated using an income-approach model (discounted cash-flow analysis). When estimating the fair value, we consider both observable market data and non-observable factors, including credit quality, duration, insurance wraps, collateral composition, maximum rate formulas, comparable trading instruments, and likelihood of redemption. Significant assumptions used in the analysis include estimates for interest rates, spreads, cash flow timing and amounts, and holding periods of the securities. See Notes 3 and 6 of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the year ended December 31, 2008 for additional information regarding our ARS.

- (b) Put option from UBS represents an offer from UBS providing us with the right to require UBS to purchase our ARS held through UBS at par value (see Note 3 of the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the year ended December 31, 2008 for more details). To value the put option, we considered a number of factors including its intrinsic value, interest rates, the maturity of the option, and our assessment of the credit quality of UBS.

### **13. Operating segments, geographic regions, and platforms**

Our operating segments are a reflection of our internal organizational structure, the manner in which our operations are reviewed and managed by our Chief Executive Officer, our Chief Operating Decision Maker (“CODM”), the manner in which operating performance is assessed and resources are allocated, and the availability of separate financial information.

Prior to the Business Combination, Vivendi Games managed its business in two main divisions: Blizzard Entertainment and Sierra Entertainment (including Sierra online and Vivendi Games Mobile). As a result of the Business Combination, we provide our CODM financial information based upon management’s new organizational structure.

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Currently, we operate under four operating segments: (i) Activision, which publishes interactive entertainment software and peripherals, which includes businesses operated by Activision, Inc. prior to the Business Combination and certain studios, assets, and titles previously included in Vivendi Games' Sierra Entertainment operating segment prior to the Business Combination, (ii) Blizzard, which publishes traditional games and online subscription-based games in the MMORPG category, (iii) Distribution, which distributes interactive entertainment software and hardware products (these three operating segments form Activision Blizzard's core operations) and (iv) Non-Core, Activision Blizzard's non-core exit operations represent legacy Vivendi Games' divisions or business units that we have exited or substantially wound down as part of our restructuring and integration efforts as a result of the Business Combination, but do not meet the criteria for separate reporting of discontinued operations. All prior period segment information has been restated to conform to this new segment presentation.

The consummation of the Business Combination resulted in net revenues and segment income (loss) from the businesses operated by Activision, Inc. prior to the Business Combination being included for the three and six months ended June 30, 2009, but not for the same periods in 2008. Also, the Activision operating segment includes Vivendi Games titles retained after the Business Combination.

The CODM reviews segment performance exclusive of the impact of the deferred net revenues and related cost of sales, stock-based compensation expense, restructuring expense, amortization of intangible assets and purchase price accounting related adjustments, and integration and transaction costs. Information on the operating segments and reconciliations of total net revenues and total segment income from operations to consolidated net revenues and operating income for the three and six months ended June 30, 2009 and 2008 are presented below (amounts in millions):

|   | Three months ended June 30, |               |                                       |              |
|---|-----------------------------|---------------|---------------------------------------|--------------|
|   | 2009                        |               | 2008                                  |              |
|   | Net revenues                |               | Segment income (loss) from operations |              |
| Activision  | \$ 448                      | \$ 54         | \$ 21                                 | \$ (16)      |
| Blizzard  | 290                         | 291           | 134                                   | 147          |
| Distribution  | 63                          | —             | 1                                     | —            |
| Activision Blizzard's core operations   | 801                         | 345           | 156                                   | 131          |
| Activision Blizzard's non-core exit operations                                      | —                           | 5             | (3)                                   | (75)         |
| Operating segments total  | 801                         | 350           | 153                                   | 56           |
| Reconciliation to consolidated net revenues / operating income:                     |                             |               |                                       |              |
| Net effect from deferral of net revenues and related cost of sales                  | 237                         | 2             | 164                                   | 3            |
| Stock-based compensation expense  | —                           | —             | (43)                                  | (12)         |
| Restructuring expense   | —                           | —             | (15)                                  | —            |
| Amortization of intangible assets and purchase price accounting related adjustments | —                           | —             | (38)                                  | (1)          |
| Integration and transaction costs   | —                           | —             | (3)                                   | —            |
| Consolidated net revenues / operating income  | <u>\$ 1,038</u>             | <u>\$ 352</u> | <u>\$ 218</u>                         | <u>\$ 46</u> |

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|   | Six months ended June 30, |        |                                       |         |
|---|---------------------------|--------|---------------------------------------|---------|
|   | 2009                      |        | 2008                                  |         |
|   | Net revenues              |        | Segment income (loss) from operations |         |
| Activision  | \$ 796                    | \$ 92  | \$ (6)                                | \$ (34) |
| Blizzard  | 581                       | 571    | 277                                   | 301     |
| Distribution  | 148                       | —      | 4                                     | —       |
| Activision Blizzard's core operations   | 1,525                     | 663    | 275                                   | 267     |
| Activision Blizzard's non-core exit operations                                      | 1                         | 10     | (8)                                   | (140)   |
| Operating segments total  | 1,526                     | 673    | 267                                   | 127     |
| Reconciliation to consolidated net revenues / operating income:                     |                           |        |                                       |         |
| Net effect from deferral of net revenues and related cost of sales                  | 493                       | 4      | 331                                   | 5       |
| Stock-based compensation expense  | —                         | —      | (71)                                  | (21)    |
| Restructuring expense   | —                         | —      | (30)                                  | —       |
| Amortization of intangible assets and purchase price accounting related adjustments | —                         | —      | (83)                                  | (2)     |
| Integration and transaction costs   | —                         | —      | (17)                                  | —       |
| Consolidated net revenues / operating income  | \$ 2,019                  | \$ 677 | \$ 397                                | \$ 109  |

Geographic information for the three and six months ended June 30, 2009 and 2008 is based on the location of the selling entity. Net revenues from external customers by geographic region were as follows (amounts in millions):

|  | Three months ended June 30, |        | Six months ended June 30, |        |
|--|-----------------------------|--------|---------------------------|--------|
|  | 2009                        | 2008   | 2009                      | 2008   |
| North America                                  | \$ 557                      | \$ 155 | \$ 1,081                  | \$ 294 |
| Europe   | 345                         | 147    | 652                       | 283    |
| Asia Pacific                                   | 73                          | 45     | 137                       | 90     |
| Total geographic region net revenues           | 975                         | 347    | 1,870                     | 667    |
| Distribution net revenues                      | 63                          | —      | 148                       | —      |
| Activision Blizzard's non-core exit operations | —                           | 5      | 1                         | 10     |
| Total consolidated net revenues                | \$ 1,038                    | \$ 352 | \$ 2,019                  | \$ 677 |

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Net revenues by platform were as follows (amounts in millions):

|  | Three months ended June 30, |        | Six months ended June 30, |        |
|--|-----------------------------|--------|---------------------------|--------|
|  | 2009                        | 2008   | 2009                      | 2008   |
| MMORPG   | \$ 324                      | \$ 283 | \$ 638                    | \$ 558 |
| Console  | 545                         | 42     | 1,048                     | 64     |
| Hand-held                                      | 65                          | 9      | 97                        | 20     |
| PC and other                                   | 41                          | 13     | 87                        | 25     |
| Total platform net revenues                    | 975                         | 347    | 1,870                     | 667    |
| Distribution                                   | 63                          | —      | 148                       | —      |
| Activision Blizzard's non-core exit operations | —                           | 5      | 1                         | 10     |
| Total consolidated net revenues                | \$ 1,038                    | \$ 352 | \$ 2,019                  | \$ 677 |

We had one customer, GameStop, that accounted for 10% and 8% of consolidated net revenues for the three and six months ended June 30, 2009, respectively, and 14% of consolidated gross accounts receivable at June 30, 2009. We did not have a single external customer that accounted for 10% or more of consolidated net revenues for either of the three or six months ended June 30, 2008.

**14. Computation of earnings per share**

The following table sets forth the computation of basic and diluted earnings per common share (amounts in millions, except per share data):

|   | Three months ended<br>June 30, |         | Six months ended<br>June 30, |         |
|---|--------------------------------|---------|------------------------------|---------|
|   | 2009                           | 2008    | 2009                         | 2008    |
| <b>Numerator:</b>   |                                |         |                              |         |
| Consolidated net income   | \$ 195                         | \$ 28   | \$ 384                       | \$ 71   |
| Net income allocated to unvested share-based awards that participate in earnings  | (2)                            | —       | (3)                          | —       |
| Numerator for basic and diluted earnings per common share — income available to common shareholders   | \$ 193                         | \$ 28   | \$ 381                       | \$ 71   |
| <b>Denominator:</b>   |                                |         |                              |         |
| Denominator for basic earnings per common share — weighted-average common shares outstanding  | 1,289                          | 591     | 1,299                        | 591     |
| <b>Effect of potential dilutive common shares under treasury stock method:</b>  |                                |         |                              |         |
| Employee stock options  | 43                             | —       | 46                           | —       |
| Denominator for diluted earnings per common share — weighted-average common shares outstanding plus dilutive effect of employee stock options | 1,332                          | 591     | 1,345                        | 591     |
| Basic earnings per common share   | \$ 0.15                        | \$ 0.05 | \$ 0.29                      | \$ 0.12 |
| Diluted earnings per common share   | \$ 0.15                        | \$ 0.05 | \$ 0.28                      | \$ 0.12 |

On January 1, 2009, we adopted the new guidance for determining whether instruments granted in share-based payment transactions are participating securities and, as a result, unvested share-based awards which include the right to receive

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non-forfeitable dividends or dividend equivalents are considered to participate with common stock in undistributed earnings. Companies that issue share-based awards considered to be participating securities are required to calculate basic and diluted earnings per common share amounts under the two-class method. The two-class method excludes from earnings per common share calculations any dividends paid or owed to participating securities and any undistributed earnings considered to be attributable to participating securities. The accounting guidance requires retrospective application to all prior-period earnings per share data presented. Our unvested restricted stock rights (including restricted stock units, restricted stock awards, and performance shares) are considered participating securities since these securities have non-forfeitable rights to dividends or dividend equivalents during the contractual period of the share-based payment award. Since the unvested restricted stock rights are considered participating securities, we are required to use the two-class method in our computation of basic and diluted net earnings per common share. For both the three and six months ended June 30, 2009, we had outstanding unvested restricted stock rights with respect to 10 million shares of common stock on a weighted-average basis. The adoption did not change our basic earnings per common share for the three months ended June 30, 2009 and decreased our basic earnings per common share by \$0.01 for the six months ended June 30, 2009. The adoption did not change our diluted earnings per common share for the three and six months ended June 30, 2009.

On July 9, 2008, Vivendi obtained control of Activision, Inc. through acquisition of the majority of the outstanding common stock of Activision, Inc. For accounting purposes, Vivendi Games is deemed to be the acquirer (reverse acquisition — see Note 1 of the Notes to Condensed Consolidated Financial Statements). The historical financial statements prior to July 9, 2008, are those of Vivendi Games. Further, earnings per common share for periods prior to the Business Combination are retrospectively adjusted to reflect the number of split adjusted shares received by Vivendi, former parent of Vivendi Games.

Potential common shares are not included in the denominator of the diluted earnings per common share calculation when inclusion of such shares would be anti-dilutive. Therefore, stock-based awards consisting of stock options with respect to 19 million shares of common stock for both the three and six months ended June 30, 2009, were not included in the calculation of diluted earnings per common share because their effect would be anti-dilutive.

### **15. Capital transactions**

#### *Repurchase Program*

On November 5, 2008, we announced that our Board of Directors authorized a stock repurchase program under which we may repurchase up to \$1 billion of our common stock. Under this program, we may repurchase our common stock from time to time on the open market or in private transactions, including structured or accelerated transactions. We will determine the timing and amount of repurchases based on our evaluation of market conditions and other factors. The repurchase program may be suspended or discontinued by the Company at any time.

Under the repurchase program, we repurchased 51 million shares of our common stock for \$542 million during the six months ended June 30, 2009. At June 30, 2009, we had \$332 million available for utilization under the repurchase program. In addition, we had agreed to repurchase an additional 2 million shares for a value of \$26 million, which had not been settled at June 30, 2009.

On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the stock repurchase program bringing the total authorization to \$1.25 billion.

### **16. Commitments and contingencies**

We did not have any significant changes to our commitments since December 31, 2008. See Note 18 of the Notes to Consolidated Financial Statements included in Item 8 of the Annual Report on Form 10-K for the year ended December 31, 2008 for more information regarding our commitments.

#### *Legal Proceedings*

On February 8, 2008, the Wayne County Employees' Retirement System filed a lawsuit challenging the Business Combination in the Delaware Court of Chancery. The suit is a putative class action filed against the parties to the Business Combination agreement, as well as certain current and former members of our Board of Directors. The plaintiff alleges, among other things, that our current and former directors named therein failed to fulfill their fiduciary duties with regard to the Business Combination by "surrendering" the negotiating process to "conflicted management," that those breaches were aided and abetted by Vivendi and those of its subsidiaries named in the complaint, and that the preliminary proxy statement filed by the Company on January 31, 2008 contained certain statements that the plaintiff

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alleges are false and misleading. The plaintiff seeks an order from the court that, among other things, certifies the case as a class action, enjoins the Business Combination, requires the defendants to disclose all material information, declares that the Business Combination is in breach of the directors' fiduciary duties and therefore unlawful and unenforceable, awards the plaintiff and the putative class damages for all profits and special benefits obtained by the defendant in connection with the Business Combination and tender offer, and awards the plaintiff its cost and expense, including attorney's fees.

After various initial motions were filed and ruled upon, on May 8, 2008, the plaintiff filed an amended complaint that, among other things, added allegations relating to a revised preliminary proxy statement filed by the Company on April 30, 2008. Additional motions were then filed, including a motion for preliminary injunction filed by the plaintiff and a motion to dismiss filed by Vivendi and its subsidiaries. On June 14, 2008, the plaintiff filed a motion for leave to file a second amended complaint. On June 30, 2008, the court granted Vivendi and its subsidiaries' motion to dismiss, pursuant to a stipulation with the plaintiff, and on July 1, 2008, denied the plaintiff's motion for preliminary injunction.

On December 23, 2008, the plaintiff filed an amended motion for leave to file a second amended complaint. The court granted the motion on January 14, 2009 and the second amended complaint was deemed filed on the same date. The second amended complaint asserts claims similar to the ones made in the original complaint, challenging Activision's Board of Directors' actions in connection with the negotiation and approval of the Business Combination, as well as disclosures made to our shareholders and certain amendments made to our certificate of incorporation in connection therewith. In addition, the second amended complaint asserts that Activision's Board of Directors breached its fiduciary duties in approving and recommending those amendments to the certificate of incorporation. Among other things, the plaintiff seeks certification of the action as a class action, a declaration that amendments made to the certificate of incorporation are invalid and unenforceable, a declaration that our directors breached their fiduciary duties, rescission of the Business Combination and related transactions, and damages, interest, fees and costs. On July 24, 2009, the court granted the Company's motion to dismiss the complaint for failure to state a claim.

In addition, we are party to other routine claims and suits brought by us and against us in the ordinary course of business, including disputes arising over the ownership of intellectual property rights, contractual claims, employment laws, regulations and relationships, and collection matters. In the opinion of management, after consultation with legal counsel, the outcome of such routine claims and lawsuits will not have a material adverse effect on our business, financial condition, results of operations, or liquidity.

**17. Stock-based compensation**

*Restricted Stock Rights*

The following table summarizes our restricted stock rights (including restricted stock units, restricted stock, and performance shares) activity for the six months ended June 30, 2009 (amounts in thousands, except per share amounts):

|                              | Restricted Stock<br>Rights | Weighted-<br>Average Grant<br>Date Fair Value |
|------------------------------|----------------------------|---|
| Balance at December 31, 2008 | 10,267                     | \$ 14.52                                      |
| Granted                      | 578                        | 11.55   |
| Vested                       | (874)                      | 11.48   |
| Forfeited                    | (87)                       | 11.51   |
| Balance at June 30, 2009     | <u>9,884</u>               | <u>12.74</u>                                  |

At June 30, 2009, \$60 million of total unrecognized compensation cost related to Activision Blizzard restricted stock rights is expected to be recognized over a weighted-average period of 1.88 years.

[Table of Contents](#)*Stock Option Activity*

Stock option activity for the six months ended June 30, 2009 is as follows (amounts in millions, except number of shares in thousands and per share amounts):

|  | Shares        | Weighted-average exercise price | Weighted-average remaining contractual term | Aggregate intrinsic value |
|--|---------------|---------------------------------|---|---------------------------|
| Outstanding at December 31, 2008             | 97,841        | \$ 6.53                         |   |                           |
| Granted                                      | 3,194         | 11.49                           |   |                           |
| Exercised                                    | (20,425)      | 2.43                            |   |                           |
| Forfeited                                    | (687)         | 9.27                            |   |                           |
| Outstanding at June 30, 2009                 | <u>79,923</u> | 7.76                            | 6.27  | \$ 424                    |
| Vested and expected to vest at June 30, 2009 | 75,301        | \$ 7.51                         | 5.57  | \$ 416                    |
| Exercisable at June 30, 2009                 | 46,755        | 5.34                            | 4.82  | 347                       |

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (i.e. the difference between our closing stock price on the last trading day of the period and the exercise price, times the number of shares for options where the exercise price is below the closing stock price) that would have been received by the option holders had all option holders exercised their options on that date. This amount changes over time based on the changes in the fair market value of our stock. Total intrinsic value of options exercised was \$133 million and \$185 million for the three and six months ended June 30, 2009, respectively.

At June 30, 2009, \$81 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.5 years.

Net cash proceeds from the exercise of stock options were \$45 million for the six months ended June 30, 2009. Income tax benefits from stock option exercises were \$56 million for the six months ended June 30, 2009. We present excess tax benefits or shortfall from the exercise of stock options, if any, as financing cash flows, rather than operating cash flows.

*Blizzard Equity Plan ("BEP")*

In 2006, Blizzard implemented the BEP, an equity incentive plan denominated in U.S. dollars. Under the BEP, restricted shares of Blizzard stock and other cash settled awards were granted to certain key executives and employees of Blizzard.

At June 30, 2009, unrecognized compensation expense under the BEP was \$10 million, which will be recognized over the following six months. At June 30, 2009, accrued expenses and other liabilities in our Condensed Consolidated Balance Sheet included \$79 million related to this plan.

*Vivendi Corporate Plan*

There were no new grants from Vivendi during the three and six months ended June 30, 2009. During the three and six months ended June 30, 2009 there were no material changes to the components of the cash-settled instruments. At June 30, 2009, other liabilities included \$5 million relating to the Vivendi Corporate Plan.

*Method and Assumptions on Valuation of Stock Options*

Our stock options have features that differentiate them from exchange-traded options. These features include lack of transferability, early exercise, vesting restrictions, pre- and post-vesting termination provisions, blackout dates, and time-varying inputs. In addition, some of the options have non-traditional features, such as accelerated vesting upon the satisfaction of certain performance conditions that must be reflected in the valuation. A binomial-lattice model was selected because it is better able to explicitly address these features than closed-form models such as the Black-Scholes model, and is able to reflect expected future changes in model inputs, including changes in volatility, during the option's contractual term.

We have estimated the expected future changes in model inputs during the option's contractual term. The inputs required by our binomial-lattice model include expected volatility, risk-free interest rate, risk-adjusted stock return, dividend yield, contractual term, and vesting schedule, as well as measures of employees' forfeiture, exercise, and post-vesting



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termination behavior. Statistical methods were used to estimate employee rank-specific termination rates. These termination rates, in turn, were used to model the number of options that are expected to vest and post-vesting termination behavior. Employee rank-specific estimates of expected time-to-exercise (“ETTE”) were used to reflect employee exercise behavior. ETTTE was estimated by using statistical procedures to first estimate the conditional probability of exercise occurring during each time period, which is conditional on the option surviving to that time period, and then using those probabilities to estimate ETTTE. The model was calibrated by adjusting parameters controlling exercise and post-vesting termination behavior so that the measures output by the model matched values of these measures that were estimated from historical data.

The following tables present the weighted-average assumptions and the weighted-average fair value at grant date using the binomial-lattice model:

|   | <b>Employee and<br/>director options<br/>for three months<br/>ended June 30, 2009</b> | <b>Employee and<br/>director options<br/>for six months<br/>ended June 30, 2009</b> |
|---|---|---|
| Expected life (in years)                  | 6.68  | 6.67  |
| Risk free interest rate                   | 3.33%   | 3.33%   |
| Volatility                                | 54.61%  | 54.59%  |
| Dividend yield                            | —   | —   |
| Weighted-average fair value at grant date | \$ 5.88   | \$ 5.86   |

To estimate volatility for the binomial-lattice model, we use methods that consider the implied volatility method based upon the volatilities for exchange-traded options on our stock to estimate short-term volatility, the historical method (annualized standard deviation of the instantaneous returns on Activision Blizzard’s stock) during the option’s contractual term to estimate long-term volatility, and a statistical model to estimate the transition or “mean reversion” from short-term volatility to long-term volatility. Based on these methods, for options granted during the three and six months ended June 30, 2009, the expected stock price volatility ranged from 48.44% to 60.77%.

As is the case for volatility, the risk-free rate is assumed to change during the option’s contractual term. Consistent with the calculation required by a binomial lattice model, the risk-free rate reflects the interest from one time period to the next (“forward rate”) as opposed to the interest rate from the grant date to the given time period (“spot rate”). Since we do not currently pay dividends and are not expected to pay them in the future, we have assumed that the dividend yield is zero.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is an output from the binomial-lattice model. The expected life of employee stock options depends on all of the underlying assumptions and calibration of our model. A binomial-lattice model can be viewed as assuming that employees will exercise their options when the stock price equals or exceeds an exercise boundary. The exercise boundary is not constant, but continually declines as the option’s expiration date approaches. The exact placement of the exercise boundary depends on all of the model inputs as well as the measures that are used to calibrate the model to estimated measures of employees’ exercise and termination behavior.

As stock-based compensation expense recognized in the Condensed Consolidated Statement of Operations for the three and six months ended June 30, 2009 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

*Accuracy of Fair Value Estimates*

We developed the assumptions used in the binomial-lattice model, including model inputs and measures of employees’ exercise and post-vesting termination behavior. Our ability to accurately estimate the fair value of share-based payment awards at the grant date depends upon the accuracy of the model and our ability to accurately forecast model inputs as long as ten years into the future. These inputs include, but are not limited to, expected stock price volatility, risk-free rate, dividend yield, and employee termination rates. Although the fair value of employee stock options is determined using an option-pricing model, the estimates that are produced by this model may not be indicative of the fair value observed between a willing buyer and a willing seller. Unfortunately, it is difficult to determine if this is the case, because markets do not currently exist that permit the active trading of employee stock option and other share-based instruments.

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*Stock-based Compensation Expense*

The following table sets forth the total stock-based compensation expense resulting from stock options, restricted stock rights, the BEP, and the Vivendi Corporate Plan included in our Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2009 and 2008 (amounts in millions):

|   | Three months ended June 30, |      | Six months ended June 30, |       |
|---|-----------------------------|------|---------------------------|-------|
|   | 2009                        | 2008 | 2009                      | 2008  |
| Cost of sales—software royalties and amortization                 | \$ 10                       | \$ — | \$ 15                     | \$ —  |
| Cost of sales—MMORPG  | —                           | —    | —                         | 1     |
| Product development   | 8                           | 9    | 17                        | 27    |
| Sales and marketing   | 4                           | 1    | 7                         | 2     |
| General and administrative  | 20                          | 2    | 32                        | (9)   |
| Restructuring   | —                           | —    | 2                         | —     |
| Stock-based compensation expense before income taxes              | 42                          | 12   | 73                        | 21    |
| Income tax benefit  | (15)                        | (4)  | (29)                      | (8)   |
| Total stock-based compensation expense, net of income tax benefit | \$ 27                       | \$ 8 | \$ 44                     | \$ 13 |

As a result of the reverse acquisition accounting treatment for the Business Combination, previously issued Activision, Inc. stock options and restricted stock rights granted to employees and directors outstanding and unvested at the date of the Business Combination, were accounted for as an exchange of awards. The fair value of the outstanding vested and unvested awards was measured on the date of the acquisition, and for unvested awards, which required service subsequent to the date of the Business Combination, a portion of the awards' fair values was allocated to future service and will be recognized over the remaining future requisite service period. As a result of this fair value measurement of stock-based payment awards on the date of the acquisition, we estimate that we incurred an additional \$17 million and \$26 million of stock-based compensation expense for the three and six months ended June 30, 2009, respectively.

Stock option expenses included in the development costs of computer software are capitalized as discussed in Note 3 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. The following table summarizes stock-based compensation included in our Consolidated Balance Sheets as a component of software development (amounts in millions):

|  | Software development |
|--|----------------------|
| Balance at December 31, 2008                                 | \$ 36                |
| Stock-based compensation expense capitalized during period   | 31                   |
| Amortization of capitalized stock-based compensation expense | (11)                 |
| Balance at June 30, 2009                                     | \$ 56                |

**18. Related party transactions**

*Treasury*

Our foreign currency risk policy seeks to reduce risks arising from foreign currency fluctuations. We use derivative financial instruments, primarily currency forward contracts and swaps, with Vivendi as our principal counterparty. The gross notional amount of outstanding foreign exchange swaps was \$320 million at June 30, 2009. The notional amounts of outstanding forward foreign exchange contracts and foreign exchange swaps were \$126 million and \$118 million, respectively, at December 31, 2008. See Note 10 of the Notes to Condensed Consolidated Financial Statements for pre-tax net realized and unrealized gains (losses) that resulted from foreign exchange contracts and swaps with Vivendi and were recognized in our Condensed Consolidated Statements of Operations.

*Others*

Activision Blizzard has entered into various transactions and agreements, including treasury management services, investor agreement, internal group reporting services, credit facilities arrangement and music royalty agreements with Vivendi and its subsidiaries and affiliates. None of these services, transactions and agreements with Vivendi and its subsidiaries and affiliates is material either individually or in the aggregate to the Condensed Consolidated Financial Statements as a whole.

**19. Recently issued accounting pronouncements**

On April 9, 2009, the Financial Accounting Standards Board (the “FASB”) issued the following three Final Staff Positions (“FSPs”) intended to provide additional application guidance and enhance disclosures regarding fair value measurements and impairments of securities:

FSP FAS 157-4, “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly,” provides guidance on how to determine the fair value of assets and liabilities in an environment where the volume and level of activity for the asset or liability have significantly decreased and re-emphasizes that the objective of a fair value measurement remains an exit price.

FSP FAS 107-1 and APB 28-1, “Interim Disclosures about Fair Value of Financial Instruments,” requires companies to disclose the fair value of financial instruments within interim financial statements, adding to the current requirement to provide those disclosures annually.

FSP FAS 115-2 and FAS 124-2, “Recognition and Presentation of Other-Than-Temporary Impairments,” modifies the requirements for recognizing other-than-temporary-impairment on debt securities and significantly changes the impairment model for such securities. Under FSP FAS 115-2 and 124-2, a security is considered to be other-than-temporarily impaired if the present value of cash flows expected to be collected are less than the security’s amortized cost basis (the difference being defined as the credit loss) or if the fair value of the security is less than the security’s amortized cost basis and the investor intends, or more-likely-than-not will be required, to sell the security before recovery of the security’s amortized cost basis. If an other-than-temporary impairment exists, the charge to earnings is limited to the amount of credit loss if the investor does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security’s amortized cost basis. Any remaining difference between fair value and amortized cost is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. The FSP also modifies the presentation of other-than-temporary impairment losses and increases related disclosure requirements.

The FSPs are effective for interim and annual periods ending after June 15, 2009 and the adoption of these standards did not have a material impact on our results of operations or financial position.

In June 2009, the FASB issued SFAS No. 167, “Amendments to FASB Interpretation No. 46(R)” (“SFAS No. 167”). SFAS No. 167 amends the evaluation criteria to identify the primary beneficiary of a variable interest entity provided by FASB Interpretation No. 46(R), “Consolidation of Variable Interest Entities—An Interpretation of ARB No. 51.” Additionally, SFAS No. 167 requires ongoing reassessments of whether an enterprise is the primary beneficiary of the variable interest entity. We are currently evaluating the impact from the adoption of SFAS No. 167 on our consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, “Subsequent Events” (“SFAS No. 165”). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. We adopted SFAS No. 165 in the second quarter of 2009. The adoption of SFAS No. 165 did not significantly impact our reporting of subsequent events either through recognition or disclosure.

**20. Subsequent events**

*Repurchase Program*

On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the stock repurchase program bringing the total authorization to \$1.25 billion. See Note 15 of the Notes to Condensed Consolidated Financial Statements for further details regarding the repurchase program.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Business Overview

Activision Blizzard, Inc. is a worldwide pure-play online, personal computer ("PC"), console, and hand-held game publisher. The terms "Activision Blizzard," the "Company," "we," "us," and "our" are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries. Based upon our organizational structure, we operate four operating segments as follows:

#### *Activision Publishing, Inc.*

Activision Publishing, Inc. ("Activision") is a leading international publisher of interactive software products and peripherals. Activision develops and publishes video games on various consoles, hand-held platforms and the PC platform through internally developed franchises and license agreements. Activision currently offers games that operate on the Sony Computer Entertainment ("Sony") PlayStation 2 ("PS2"), Sony PlayStation 3 ("PS3"), Nintendo Co. Ltd. ("Nintendo") Wii ("Wii"), and Microsoft Corporation ("Microsoft") Xbox 360 ("Xbox 360") console systems; the Sony PlayStation Portable ("PSP") and Nintendo Dual Screen ("NDS") hand-held devices; the PC; and the new hand-held game system Nintendo DSi. Our Activision business involves the development, marketing, and sale of products directly, by license, or through our affiliate label program with certain third-party publishers. Activision's products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music, and strategy. Activision's target customer base ranges from casual players to game enthusiasts, and children to adults.

#### *Blizzard Entertainment, Inc.*

Blizzard Entertainment, Inc. ("Blizzard") is a leader in terms of subscriber base and revenues generated in the subscription-based massively multi-player online role-playing game ("MMORPG") category. Blizzard internally develops and publishes PC-based computer games and maintains its proprietary online-game related service, Battle.net. Our Blizzard business involves the development, marketing, sales and support of role playing action and strategy games. Blizzard also develops, hosts, and supports its online subscription-based games in the MMORPG category. Blizzard is the development studio and publisher best known as the creator of World of Warcraft, which is played by more than 11 million subscribers worldwide, and the multiple award-winning Diablo, StarCraft, and Warcraft franchises. Blizzard distributes its products and generates revenues worldwide through various means, including: subscription revenues (which consist of fees from individuals playing World of Warcraft, such as prepaid cards and other ancillary online revenues); retail sales of physical "boxed" products; electronic download sales of PC products; and licensing of software to third-party companies that distribute World of Warcraft in China, Russia, and Taiwan. Blizzard is currently developing new games, including sequels to the StarCraft and Diablo franchises. Blizzard has entered into a new licensing agreement for World of Warcraft, StarCraft II, Battle.net and Warcraft III with an affiliated company of NetEase.com, Inc. in mainland China for a term of 3 years.

#### *Activision Blizzard Distribution*

Activision Blizzard Distribution ("Distribution") consists of operations in Europe that provide warehousing, logistical, and sales distribution services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

#### *Activision Blizzard's non-core exit operations*

Activision Blizzard's non-core exit operations ("Non-Core") represent legacy Vivendi Games' divisions or business units that we have exited or substantially wound down as part of our restructuring and integration efforts as a result of the Business Combination described below, but do not meet the criteria for separate reporting of discontinued operations.

#### *Business Combination*

On July 9, 2008, a business combination (the "Business Combination") by and among Activision, Inc., SeGO Merger Corporation, a wholly-owned subsidiary of Activision, Inc., Vivendi S.A. ("Vivendi"), VGAC LLC, a wholly-owned subsidiary of Vivendi, and Vivendi Games, Inc. ("Vivendi Games"), a wholly-owned subsidiary of VGAC LLC, was consummated. As a result of the consummation of the Business Combination, Activision, Inc. was renamed Activision Blizzard, Inc. For accounting purposes, the Business Combination is treated as a "reverse acquisition," with Vivendi Games deemed to be the acquirer. The historical financial statements of Activision Blizzard, Inc. prior to July 9, 2008 are those of Vivendi Games. See Note 1 of the Notes to Consolidated Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2008 for a more complete discussion of the Business Combination.

## Management's Overview of Business Trends

### Business Highlights

According to market research companies including the NPD Group, Charttrack, and Gfk, during the three months ended June 30, 2009:

- Activision Blizzard was the #1 U.S. third-party console and hand-held publisher;
- *PROTOTYPE*, *Guitar Hero World Tour*, and *X-Men Origins: Wolverine* were three of the top-10 best selling titles in the U.S.;
- Activision Blizzard grew its North American and European market share 2.8 points across all platforms to 12.7% from 9.9% for the previous year;
- Activision Blizzard was the #1 publisher overall in North America and Europe on the Xbox 360 and PS2;
- *X-Men Origins: Wolverine* and *Transformers: Revenge of the Fallen* were respectively the #1 and #2 best-selling movie-based games released on the same dates as their respective theatrical films in North America;
- *PROTOTYPE* was the #1 best-selling console title in North America for the month of June 2009; and
- Activision Blizzard increased its European market share 2.8 points to 10.5% compared to the same period in 2008;

And during the six months ended June 30, 2009:

- Activision Blizzard was the #1 North American third-party console and hand-held publisher;
- *Guitar Hero World Tour* and *Call of Duty: World at War* were two of the top-5 best selling titles in North America and Europe;
- Activision Blizzard grew its North American and European market share of the music/dance category 8 points to 53% as compared to the same period last year; and
- *Guitar Hero* was the #1 best-selling third-party franchise in North America and Europe;

### Other Business Highlights

On April 16, 2009, Blizzard announced that *World of Warcraft* will be licensed to an affiliated company of NetEase.com, Inc. in mainland China for a term of three years. On July 16, 2009, Blizzard and NetEase announced that the game is ready to relaunch pending receipt of the necessary approval from the Chinese government.

### Activision 2009 Releases

Activision expects to continue to build its success in releasing games based on proven franchises such as *Call of Duty*, *Guitar Hero*, *Transformers*, *X-Men*, *Marvel*, *Tony Hawk*, *Wolfenstein*, and *Ice Age*.

Games released during the six months ended June 30, 2009 included:

- *Monsters vs. Aliens*;
- *Guitar Hero: Metallica*;
- *X-Men Origins: Wolverine*;
- *Guitar Hero: Modern Hits*;
- *PROTOTYPE*;
- *Guitar Hero: Smash Hits*;
- *Transformers: Revenge of the Fallen*;
- *Ice Age: Dawn of the Dinosaurs*; and
- the first and second map packs for *Call of Duty: World at War*.

The more notable games, among other titles, scheduled for release during the remainder of 2009 include:

- the third map pack for *Call of Duty: World at War*;
- *Wolfenstein*;
- *Marvel Ultimate Alliance 2*;

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- *Guitar Hero 5*;
- a new anticipated racing game titled *Blur* developed by Bizarre Creations;
- *DJ Hero*;
- *Band Hero*;
- *Tony Hawk: Ride*;
- *Call of Duty: Modern Warfare 2*; and
- *Bakugan Battle Brawlers*.

*Economic Conditions*

The video games industry in North America and Europe had combined overall decreases of 28% and 18% in sales revenues for the three and six months ended June 30, 2009, respectively, compared to the same periods in 2008, according to The NPD Group, Charttrack and Gfk, as a result of a stronger base in the 2008 periods primarily due to a larger number of blockbuster product launches and a weakening economy in 2009. Despite this challenging macroeconomic environment Activision Blizzard gained market share during the three months ended June 30, 2009 compared to the same period in 2008.

**Consolidated Statements of Operations Data**

**Special Note**—The consummation of the Business Combination has resulted in financial information of the businesses operated by Activision, Inc. prior to the Business Combination being included from the date of the Business Combination (i.e. from July 9, 2008 onwards), but not for prior periods.

The following table sets forth Consolidated Statements of Operations data for the periods indicated in dollars and as a percentage of total net revenues (amounts in millions):

|   | Three months ended June 30, |     |       |     | Six months ended June 30, |     |        |     |
|---|-----------------------------|-----|-------|-----|---------------------------|-----|--------|-----|
|   | 2009                        |     | 2008  |     | 2009                      |     | 2008   |     |
| Net revenues:                                       |                             |     |       |     |                           |     |        |     |
| Product sales                                       | \$ 747                      | 72% | \$ 80 | 23% | \$ 1,437                  | 71% | \$ 141 | 21% |
| Subscription, licensing, and other revenues         | 291                         | 28  | 272   | 77  | 582                       | 29  | 536    | 79  |
| Total net revenues                                  | 1,038                       | 100 | 352   | 100 | 2,019                     | 100 | 677    | 100 |
| Costs and expenses:                                 |                             |     |       |     |                           |     |        |     |
| Cost of sales — product costs                       | 281                         | 27  | 39    | 11  | 577                       | 28  | 74     | 11  |
| Cost of sales — software royalties and amortization | 86                          | 8   | 16    | 4   | 158                       | 8   | 37     | 5   |
| Cost of sales — intellectual property licenses      | 54                          | 5   | 7     | 2   | 118                       | 6   | 9      | 1   |
| Cost of sales — MMORPG                              | 51                          | 5   | 44    | 13  | 103                       | 5   | 93     | 14  |
| Product development                                 | 123                         | 12  | 99    | 28  | 240                       | 12  | 203    | 30  |
| Sales and marketing                                 | 118                         | 11  | 51    | 15  | 201                       | 10  | 78     | 12  |
| General and administrative                          | 92                          | 9   | 50    | 14  | 195                       | 10  | 74     | 11  |
| Restructuring                                       | 15                          | 2   | —     | —   | 30                        | 1   | —      | —   |
| Total costs and expenses                            | 820                         | 79  | 306   | 87  | 1,622                     | 80  | 568    | 84  |
| Operating income                                    | 218                         | 21  | 46    | 13  | 397                       | 20  | 109    | 16  |
| Investment income, net                              | —                           | —   | 2     | 1   | 10                        | —   | 4      | 1   |
| Income before income tax expense                    | 218                         | 21  | 48    | 14  | 407                       | 20  | 113    | 17  |
| Income tax expense                                  | 23                          | 2   | 20    | 6   | 23                        | 1   | 42     | 6   |
| Net income  | \$ 195                      | 19% | \$ 28 | 8%  | \$ 384                    | 19% | \$ 71  | 11% |

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**Three and Six Months ended June 30, 2009 highlights**

*Operating Highlights (amounts in millions)*

|   | Three months ended June 30, |       |                         | Six months ended June 30, |        |                         |
|---|-----------------------------|-------|-------------------------|---------------------------|--------|-------------------------|
|   | 2009                        | 2008  | Increase/<br>(Decrease) | 2009                      | 2008   | Increase/<br>(Decrease) |
| <b>Net revenues:</b>  |                             |       |                         |                           |        |                         |
| Activision  | \$ 448                      | \$ 54 | \$ 394                  | \$ 796                    | \$ 92  | \$ 704                  |
| Blizzard  | 290                         | 291   | (1)                     | 581                       | 571    | 10                      |
| Distribution  | 63                          | —     | 63                      | 148                       | —      | 148                     |
| Activision Blizzard's core operations   | 801                         | 345   | 456                     | 1,525                     | 663    | 862                     |
| Activision Blizzard's non-core exit operations                                      | —                           | 5     | (5)                     | 1                         | 10     | (9)                     |
| Operating segments total  | 801                         | 350   | 451                     | 1,526                     | 673    | 853                     |
| <b>Reconciliation to consolidated net revenues:</b>                                 |                             |       |                         |                           |        |                         |
| Net effect from deferral net revenues   | 237                         | 2     |                         | 493                       | 4      |                         |
| Consolidated net revenues   | 1,038                       | 352   |                         | 2,019                     | 677    |                         |
| <b>Segment income (loss) from operations:</b>                                       |                             |       |                         |                           |        |                         |
| Activision  | 21                          | (16)  | 37                      | (6)                       | (34)   | 28                      |
| Blizzard  | 134                         | 147   | (13)                    | 277                       | 301    | (24)                    |
| Distribution  | 1                           | —     | 1                       | 4                         | —      | 4                       |
| Activision Blizzard's core operations   | 156                         | 131   | 25                      | 275                       | 267    | 8                       |
| Activision Blizzard's non-core exit operations                                      | (3)                         | (75)  | 72                      | (8)                       | (140)  | 132                     |
| Operating segments total  | 153                         | 56    | 97                      | 267                       | 127    | 140                     |
| <b>Reconciliation to consolidated operating income:</b>                             |                             |       |                         |                           |        |                         |
| Net effect from deferral of net revenues and related costs of sales                 | 164                         | 3     |                         | 331                       | 5      |                         |
| Stock-based compensation expense  | (43)                        | (12)  |                         | (71)                      | (21)   |                         |
| Restructuring expense   | (15)                        | —     |                         | (30)                      | —      |                         |
| Amortization of intangible assets and purchase price accounting related adjustments | (38)                        | (1)   |                         | (83)                      | (2)    |                         |
| Integration and transaction costs   | (3)                         | —     |                         | (17)                      | —      |                         |
| Consolidated operating income   | \$ 218                      | \$ 46 |                         | \$ 397                    | \$ 109 |                         |

*Net Revenues*

For the three and six months ended June 30, 2009, net revenues from Activision and Distribution segments increased compared to the same periods in 2008 whereas Blizzard's net revenues remained constant. These results were principally attributable to the following:

- As a result of the Business Combination, net revenues of \$355 million and \$685 million from the Activision business operated by Activision, Inc. prior to the Business Combination were included in the three and six months ended June 30, 2009, respectively, but not for the same periods in 2008;
- Activision's net revenues for the three and six months ended June 30, 2009 included catalog sales of *Call of Duty: World at War*, *Call of Duty: Modern Warfare*, and *Guitar Hero World Tour*;
- Activision's net revenues for the three months ended June 30, 2009 included the newly released games *X-Men Origins: Wolverine*; *PROTOTYPE*; *Guitar Hero: Metallica* (released in Europe and Asia Pacific); *Guitar Hero: Smash Hits*; *Guitar Hero: Modern Hits*; *Transformers: Revenge of the Fallen*; and *Ice Age: Dawn of the Dinosaurs*;
- Blizzard's net revenues have remained steady for the three months ended June 30, 2009 compared to the same period in 2008 while Blizzard's net revenues slightly increased for the six months ended June 30, 2009 compared to the same period in 2008 as a result of an increase of digital download revenue and value added services; and

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- As a result of the Business Combination, Distribution net revenues of \$63 million and \$148 million were included in the three and six months ended June 30, 2009, respectively, but not for the same periods in 2008.

We estimate that changes in foreign exchange rates had an approximately \$60 million and \$150 million unfavorable impact to Activision Blizzard's consolidated net revenues for the three and six months ended June 30, 2009, respectively, compared to the same periods in 2008 as the U.S. dollar strengthened primarily in relation to the British pound, euro, Australian dollar, Korean won, and Swedish krona.

*Segment Income (Loss) from Operations*

For the three and six months ended June 30, 2009, the increase in total operating segment income compared to the same periods in 2008 was principally attributable to the decrease in the Non-Core segment operating loss due to the wind down of Vivendi Games' legacy divisions and business.

This was partially offset by a decrease in Blizzard's operating income due to an increase in investments in customer service and marketing support for World of Warcraft as well as an increase in product development costs in support of multiple titles in development.

As a result of the Business Combination, operating losses of \$4 million and \$39 million from the Activision business operated by Activision, Inc. prior to the Business Combination were included in the three and six months ended June 30, 2009, respectively, but not in the same periods in 2008. Activision's operating losses for the six months ended June 30, 2009 were primarily driven by significant product development investment for its slate of future titles and the intellectual properties licenses expense due to the release of the movie-related titles.

*Supplemental Pro Forma Information*

The consummation of the Business Combination has resulted in the businesses operated by Activision, Inc. prior to the Business Combination being included from the date of the Business Combination (i.e. from July 9, 2008 onwards), but not for prior periods. In the following table, we combine Activision, Inc.'s financial information with Activision Blizzard's reported financial information to show the comparable three and six months pro forma periods ended June 30, 2008 of Activision Blizzard. This pro forma information is for informational purposes only and does not reflect any operating efficiencies or inefficiencies which may result from the Business Combination and therefore is not necessarily indicative of results that would have been achieved had the business been combined during the periods presented. We have included schedules of reconciliation of the reported consolidated and segment financial information to the pro forma consolidated and segment financial information. Further, see Note 13 to the Condensed Consolidated Financial Statements for details of our segment presentation.

|   | Three months ended June 30, |                 |                         | Six months ended June 30, |                 |                         |
|---|-----------------------------|-----------------|-------------------------|---------------------------|-----------------|-------------------------|
|   | 2009                        | 2008            | Increase/<br>(Decrease) | 2009                      | 2008            | Increase/<br>(Decrease) |
| <b>Pro forma net revenues:</b>  |                             |                 |                         |                           |                 |                         |
| Activision  | \$ 448                      | \$ 632          | \$ (184)                | \$ 796                    | \$ 1,184        | \$ (388)                |
| Blizzard  | 290                         | 291             | (1)                     | 581                       | 571             | 10                      |
| Distribution  | 63                          | 76              | (13)                    | 148                       | 165             | (17)                    |
| Activision Blizzard's core operations   | 801                         | 999             | (198)                   | 1,525                     | 1,920           | (395)                   |
| Activision Blizzard's non-core exit operations                                      | —                           | 5               | (5)                     | 1                         | 10              | (9)                     |
| Pro forma operating segments total  | 801                         | 1,004           | (203)                   | 1,526                     | 1,930           | (404)                   |
| <b>Reconciliation to pro forma consolidated net revenues:</b>                       |                             |                 |                         |                           |                 |                         |
| Net effect from deferral net revenues   | 237                         | 2               |                         | 493                       | 4               |                         |
| Pro forma consolidated net revenues   | <u>\$ 1,038</u>             | <u>\$ 1,006</u> |                         | <u>\$ 2,019</u>           | <u>\$ 1,934</u> |                         |
| <b>Pro forma segment income (loss) from operations:</b>                             |                             |                 |                         |                           |                 |                         |
| Activision  | \$ 21                       | \$ 87           | \$ (66)                 | \$ (6)                    | \$ 138          | \$ (144)                |
| Blizzard  | 134                         | 147             | (13)                    | 277                       | 301             | (24)                    |
| Distribution  | 1                           | 1               | —                       | 4                         | 4               | —                       |
| Activision Blizzard's core operations   | 156                         | 235             | (79)                    | 275                       | 443             | (168)                   |
| Activision Blizzard's non-core exit operations                                      | (3)                         | (75)            | 72                      | (8)                       | (140)           | 132                     |
| Pro forma operating segments total  | 153                         | 160             | (7)                     | 267                       | 303             | (36)                    |
| <b>Reconciliation to pro forma consolidated operating income:</b>                   |                             |                 |                         |                           |                 |                         |
| Net effect from deferral of net revenues and related costs of sales                 | 164                         | 3               |                         | 331                       | 5               |                         |
| Stock-based compensation expense  | (43)                        | (58)            |                         | (71)                      | (113)           |                         |
| Restructuring expense   | (15)                        | —               |                         | (30)                      | —               |                         |
| Amortization of intangible assets and purchase price accounting related adjustments | (38)                        | (41)            |                         | (83)                      | (85)            |                         |
| Integration and transaction costs   | (3)                         | —               |                         | (17)                      | —               |                         |
| Pro forma consolidated operating income   | <u>\$ 218</u>               | <u>\$ 64</u>    |                         | <u>\$ 397</u>             | <u>\$ 110</u>   |                         |



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The decreases in Activision segment net revenues in the three and six months ended June 30, 2009 compared to the same periods in 2008 are mainly attributable to:

- Weakening market conditions as a result of declining consumer spending; and
- The stronger 2008 base period for our Guitar Hero franchise.

The decreases in Activision segment operating income in the three and six months ended June 30, 2009 compared to the same periods in 2008 are mainly attributable to:

- Weakening market conditions as a result of declining consumer spending;
- The stronger 2008 base period for our Guitar Hero franchise;
- The unfavorable impact of changes in foreign exchange rates with the U.S. dollar strengthened primarily in relation to the British pound, euro, Australian dollar, Korean won, and Swedish krona;

partially offset by:

- Lower operating expenses due in part to the cost containment strategies we implemented and synergies resulting from our restructuring.

*Schedules of Reconciliation of Reported Consolidated and Segment Financial Information to Pro Forma Consolidated and Segment Financial Information for the Three and Six Months ended June 30, 2008*

For the three months ended June 30, 2008, the pro forma Activision Blizzard financial information combined the financial information of Activision, Inc. for the three months ended June 30, 2008 with Activision Blizzard's reported financial information for the three months ended June 30, 2008. Activision, Inc.'s financial information for the three months ended June 30, 2008 are extracted from quarterly information that has not been audited and has not been included in any of Activision, Inc.'s annual financial statements.

|   | For the three months ended June 30, 2008 |                  |                        |                               |
|---|--|------------------|------------------------|-------------------------------|
|   | Reported                                 | Activision, Inc. | Pro forma adjustments* | Pro forma Activision Blizzard |
| <b>Consolidated net revenues</b>  | \$ 352                                   | \$ 654           | \$ —                   | \$ 1,006                      |
| Reconciliation to segment net revenues:   |  |                  |                        |                               |
| Net effect from deferral net revenues   | (2)                                      | —                | —                      | (2)                           |
| <b>Total segment net revenues</b>   | <u>\$ 350</u>                            | <u>\$ 654</u>    | <u>\$ —</u>            | <u>\$ 1,004</u>               |
| <b>Segment net revenues</b>   |  |                  |                        |                               |
| Activision  | \$ 54                                    | \$ 578           | \$ —                   | \$ 632                        |
| Blizzard  | 291                                      | —                | —                      | 291                           |
| Distribution  | —  | 76               | —                      | 76                            |
| Activision Blizzard's core operations   | 345                                      | 654              | —                      | 999                           |
| Activision Blizzard's non-core operations   | 5  | —                | —                      | 5                             |
| <b>Total segment net revenues</b>   | <u>\$ 350</u>                            | <u>\$ 654</u>    | <u>\$ —</u>            | <u>\$ 1,004</u>               |
| <b>Consolidated operating income (loss)</b>   | \$ 46                                    | \$ 80            | \$ (62)                | \$ 64                         |
| Reconciliation to segment operating income (loss):                                  |  |                  |                        |                               |
| Net effect from deferral of net revenues and cost of sales                          | (3)                                      | —                | —                      | (3)                           |
| Stock-based compensation  | 12                                       | 12               | 34                     | 58                            |
| Restructuring expenses  | —  | —                | —                      | —                             |
| Amortization of intangible assets and purchase price accounting related adjustments | 1  | —                | 40                     | 41                            |
| Integration and transaction costs   | —  | 12               | (12)                   | —                             |
| <b>Total segment operating income (loss)</b>  | <u>\$ 56</u>                             | <u>\$ 104</u>    | <u>\$ —</u>            | <u>\$ 160</u>                 |
| <b>Segment operating income (loss)</b>  |  |                  |                        |                               |
| Activision  | \$ (16)                                  | \$ 103           | \$ —                   | \$ 87                         |
| Blizzard  | 147                                      | —                | —                      | 147                           |
| Distribution  | —  | 1                | —                      | 1                             |
| Activision Blizzard's core operations   | 131                                      | 104              | —                      | 235                           |
| Activision Blizzard's non-core exit operations                                      | (75)                                     | —                | —                      | (75)                          |
| <b>Total segment operating income (loss)</b>  | <u>\$ 56</u>                             | <u>\$ 104</u>    | <u>\$ —</u>            | <u>\$ 160</u>                 |
| <b>Consolidated net income</b>  | <u>\$ 28</u>                             | <u>\$ 59</u>     | <u>\$ (38)</u>         | <u>\$ 49</u>                  |

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For the six months ended June 30, 2008, the pro forma Activision Blizzard financial information combined the financial information of Activision, Inc. for the three months ended June 30, 2008 (as described above) and the three months ended March 31, 2008 with Activision Blizzard's reported financial information for the six months ended June 30, 2008. Activision, Inc.'s financial information for the three months ended March 31, 2008 are extracted from quarterly information that has not been audited.

|   | For the six months ended June 30, 2008 |                  |                        |                               |
|---|--|------------------|------------------------|-------------------------------|
|   | Reported                               | Activision, Inc. | Pro forma adjustments* | Pro forma Activision Blizzard |
| <b>Consolidated net revenues</b>  | \$ 677                                 | \$ 1,257         | \$ —                   | \$ 1,934                      |
| Reconciliation to segment net revenues:   |  |                  |                        |                               |
| Net effect from deferral net revenues   | (4)                                    | —                | —                      | (4)                           |
| <b>Total segment net revenues</b>   | <u>\$ 673</u>                          | <u>\$ 1,257</u>  | <u>\$ —</u>            | <u>\$ 1,930</u>               |
| <b>Segment net revenues</b>   |  |                  |                        |                               |
| Activision  | \$ 92                                  | \$ 1,092         | \$ —                   | \$ 1,184                      |
| Blizzard  | 571                                    | —                | —                      | 571                           |
| Distribution  | —                                      | 165              | —                      | 165                           |
| Activision Blizzard's core operations   | 663                                    | 1,257            | —                      | 1,920                         |
| Activision Blizzard's non-core operations   | 10                                     | —                | —                      | 10                            |
| <b>Total segment net revenues</b>   | <u>\$ 673</u>                          | <u>\$ 1,257</u>  | <u>\$ —</u>            | <u>\$ 1,930</u>               |
| <b>Consolidated operating income (loss)</b>   | \$ 109                                 | \$ 134           | \$ (133)               | \$ 110                        |
| Reconciliation to segment operating income (loss):                                  |  |                  |                        |                               |
| Net effect from deferral of net revenues and cost of sales                          | (5)                                    | —                | —                      | (5)                           |
| Stock-based compensation  | 21                                     | 30               | 62                     | 113                           |
| Restructuring expenses  | —                                      | —                | —                      | —                             |
| Amortization of intangible assets and purchase price accounting related adjustments | 2                                      | —                | 83                     | 85                            |
| Integration and transaction costs   | —                                      | 12               | (12)                   | —                             |
| <b>Total segment operating income (loss)</b>  | <u>\$ 127</u>                          | <u>\$ 176</u>    | <u>\$ —</u>            | <u>\$ 303</u>                 |
| <b>Segment operating income (loss)</b>  |  |                  |                        |                               |
| Activision  | \$ (34)                                | \$ 172           | \$ —                   | \$ 138                        |
| Blizzard  | 301                                    | —                | —                      | 301                           |
| Distribution  | —                                      | 4                | —                      | 4                             |
| Activision Blizzard's core operations   | 267                                    | 176              | —                      | 443                           |
| Activision Blizzard's non-core exit operations                                      | (140)                                  | —                | —                      | (140)                         |
| <b>Total segment operating income (loss)</b>  | <u>\$ 127</u>                          | <u>\$ 176</u>    | <u>\$ —</u>            | <u>\$ 303</u>                 |
| <b>Consolidated net income</b>  | <u>\$ 71</u>                           | <u>\$ 103</u>    | <u>\$ (81)</u>         | <u>\$ 93</u>                  |

\* The pro forma adjustments include the increased amortization expense resulting from the application of the purchase method of accounting (\$40 million and \$83 million for the three and six months ended June 30, 2008, respectively), elimination of Activision, Inc.'s historical transaction costs (\$12 million for the three and six months ended June 30, 2008), and an increase in stock-based compensation expense associated with the increase in the fair value of Activision, Inc.'s unvested stock awards at the closing date of the transaction (\$34 million and \$62 million for the three and six months ended June 30, 2008, respectively). Pro forma adjustments are tax effected at the combined federal and state statutory rate of 39.4%.

*Cash Flow Highlights (amounts in millions)*

|   | For the six months ended June 30, |        | Increase/<br>(Decrease) |
|---|-----------------------------------|--------|-------------------------|
|   | 2009                              | 2008   |                         |
| Cash flows provided by operating activities | \$ 209                            | \$ 190 | \$ 19                   |
| Cash flows used in investing activities     | (24)                              | (19)   | (5)                     |
| Cash flows used in financing activities     | (441)                             | (172)  | (269)                   |

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For the six months ended June 30, 2009, the primary drivers of cash flows from operating activities included the collection of customer receivables generated by the sale of our products and our subscription revenues, partially offset by payments to vendors for the manufacture, distribution and marketing of our products, third-party developers, and intellectual property holders, and to our employees. We made capital expenditures of \$24 million primarily for property and equipment during the six months ended June 30, 2009. Cash flows used in financing activities reflect our repurchase of 51 million shares of our common stock for \$542 million under the stock repurchase program, partially offset by \$45 million of proceeds from issuance of common stock to employees.

**Results of Operations — Three and Six Months Ended June 30, 2009 and 2008***Net Revenues*

The following table details our consolidated net revenues by geographic region for the three months ended June 30, 2009 and 2008 (amounts in millions):

|  | Three months ended June 30, |        | Increase/<br>(Decrease) |
|--|-----------------------------|--------|-------------------------|
|  | 2009                        | 2008   |                         |
| Net revenues by geographic region:             |                             |        |                         |
| North America                                  | \$ 557                      | \$ 155 | \$ 402                  |
| Europe   | 345                         | 147    | 198                     |
| Asia Pacific                                   | 73                          | 45     | 28                      |
| Total net revenues by geographic region        | 975                         | 347    | 628                     |
| Distribution net revenues                      | 63                          | —      | 63                      |
| Activision Blizzard's non-core exit operations | —                           | 5      | (5)                     |
| Total consolidated net revenues                | \$ 1,038                    | \$ 352 | \$ 686                  |

Geographically, all regions recorded an increase in net revenues compared to the same period of the prior year. As a result of the Business Combination, net revenues of \$343 million, \$181 million, and \$26 million, for the three months ended June 30, 2009 from the Activision business operated by Activision, Inc. prior to the Business Combination were included in North America, Europe, and Asia Pacific, respectively, but not for the same period in 2008.

The following table details our consolidated net revenues by geographic region for the six months ended June 30, 2009 and 2008 (amounts in millions):

|  | Six months ended June 30, |        | Increase/<br>(Decrease) |
|--|---------------------------|--------|-------------------------|
|  | 2009                      | 2008   |                         |
| Net revenues by geographic region:             |                           |        |                         |
| North America                                  | \$ 1,081                  | \$ 294 | \$ 787                  |
| Europe   | 652                       | 283    | 369                     |
| Asia Pacific                                   | 137                       | 90     | 47                      |
| Total net revenues by geographic region        | 1,870                     | 667    | 1,203                   |
| Distribution net revenues                      | 148                       | —      | 148                     |
| Activision Blizzard's non-core exit operations | 1                         | 10     | (9)                     |
| Total consolidated net revenues                | \$ 2,019                  | \$ 677 | \$ 1,342                |

Geographically, all regions recorded an increase in net revenues compared to the same period of the prior year. As a result of the Business Combination, net revenues of \$690 million, \$359 million, and \$54 million, for the six months ended June 30, 2009 from the Activision business operated by Activision, Inc. prior to the Business Combination were included in North America, Europe, and Asia Pacific, respectively, but not for the same period in 2008.

For the three and six months ended June 30, 2009, other than the 2009 second quarter new worldwide releases, Europe and Asia Pacific net revenues were driven by the 2009 second quarter European and Asia Pacific release of *Guitar Hero: Metallica*, strong catalog sales of *Call of Duty: World at War*, and *Call of Duty: Modern Warfare*, and the increased number of subscribers for World of Warcraft as compared to the same periods in 2008.

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*Net Revenues by Platform*

The following table details our net revenues by platform and as a percentage of total platform net revenues for the three months ended June 30, 2009 and 2008 (amounts in millions):

|  | Three Months<br>Ended<br>June 30, 2009 | % of<br>total<br>platform<br>net revs. | Three months<br>ended<br>June 30, 2008 | % of<br>total<br>platform<br>net revs. | Increase/<br>(Decrease) |
|--|--|--|--|--|-------------------------|
| Net revenues:                                  |  |  |  |  |                         |
| MMORPG   | \$ 324                                 | 33%                                    | \$ 283                                 | 81%                                    | \$ 41                   |
| PC and other                                   | 41                                     | 4                                      | 13                                     | 4                                      | 28                      |
| Console  |  |  |  |  |                         |
| Sony PlayStation 3                             | 152                                    | 16                                     | 15                                     | 5                                      | 137                     |
| Sony PlayStation 2                             | 44                                     | 4                                      | 9                                      | 2                                      | 35                      |
| Microsoft Xbox360                              | 231                                    | 24                                     | 15                                     | 4                                      | 216                     |
| Nintendo Wii                                   | 118                                    | 12                                     | 3                                      | 1                                      | 115                     |
| Total console                                  | 545                                    | 56                                     | 42                                     | 12                                     | 503                     |
| Hand-held                                      | 65                                     | 7                                      | 9                                      | 3                                      | 56                      |
| Total net revenues by platform                 | 975                                    | 100                                    | 347                                    | 100                                    | 628                     |
| Distribution                                   | 63                                     |  | —                                      |  | 63                      |
| Activision Blizzard's non-core exit operations | —                                      |  | 5                                      |  | (5)                     |
| Total consolidated net revenues                | \$ 1,038                               |  | \$ 352                                 |  | \$ 686                  |

The following table details our net revenues by platform and as a percentage of total platform net revenues for the six months ended June 30, 2009 and 2008 (amounts in millions):

|  | Six Months<br>Ended<br>June 30, 2009 | % of<br>total<br>platform<br>net revs. | Six months<br>ended<br>June 30, 2008 | % of<br>total<br>platform<br>net revs. | Increase/<br>(Decrease) |
|--|--------------------------------------|--|--------------------------------------|--|-------------------------|
| Net revenues:                                  |                                      |  |                                      |  |                         |
| MMORPG   | \$ 638                               | 34%                                    | \$ 558                               | 83%                                    | \$ 80                   |
| PC and other                                   | 87                                   | 5                                      | 25                                   | 4                                      | 62                      |
| Console  |                                      |  |                                      |  |                         |
| Sony PlayStation 3                             | 283                                  | 15                                     | 17                                   | 3                                      | 266                     |
| Sony PlayStation 2                             | 84                                   | 5                                      | 22                                   | 3                                      | 62                      |
| Sony PlayStation                               | —                                    | —                                      | 1                                    | —                                      | (1)                     |
| Microsoft Xbox360                              | 429                                  | 23                                     | 17                                   | 3                                      | 412                     |
| Nintendo Wii                                   | 252                                  | 13                                     | 7                                    | 1                                      | 245                     |
| Total console                                  | 1,048                                | 56                                     | 64                                   | 10                                     | 984                     |
| Hand-held                                      | 97                                   | 5                                      | 20                                   | 3                                      | 77                      |
| Total net revenues by platform                 | 1,870                                | 100                                    | 667                                  | 100                                    | 1,203                   |
| Distribution                                   | 148                                  |  | —                                    |  | 148                     |
| Activision Blizzard's non-core exit operations | 1                                    |  | 10                                   |  | (9)                     |
| Total consolidated net revenues                | \$ 2,019                             |  | \$ 677                               |  | \$ 1,342                |

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Net revenues from MMORPG increased for the three and six months ended June 30, 2009 compared to the same periods in 2008 primarily due to increases in World of Warcraft subscribers, digital download revenue and additional value added services compared to the same period of the prior year.

Net revenues from platforms increased for the three and six months ended June 30, 2009 compared to the same periods in 2008 due to the Business Combination as a result of which net revenues of \$550 million and \$1.1 billion from the Activision business operated by Activision, Inc. prior to the Business Combination were included in the three and six months ended June 30, 2009, but not for the same periods in 2008.

#### Costs and Expenses

##### Cost of Sales

The following table details the components of cost of sales in dollars and as a percentage of total consolidated net revenues for the three months ended June 30, 2009 and 2008 (amounts in millions):

|                                     | <b>Three months<br/>ended<br/>June 30,<br/>2009</b> | <b>% of<br/>consolidated<br/>net revenues</b> | <b>Three months<br/>ended<br/>June 30,<br/>2008</b> | <b>% of<br/>consolidated<br/>net revenues</b> | <b>Increase/<br/>(Decrease)</b> |
|-------------------------------------|---|---|---|---|---------------------------------|
| Product costs                       | \$ 281  | 27%   | \$ 39   | 11%   | \$ 242                          |
| Software royalties and amortization | 86  | 8   | 16  | 4   | 70                              |
| Intellectual property licenses      | 54  | 5   | 7   | 2   | 47                              |
| MMORPG                              | 51  | 5   | 44  | 13  | 7                               |

Product costs primarily consist of direct manufacturing costs. Software royalties and amortization primarily consists of amortization of capitalized payments made to third-party software developers and amortization of capitalized internal studio development costs. Intellectual property license costs represent license fees paid to intellectual property rights holders for use of their trademarks, copyrights, software, technology, music, or other intellectual property or proprietary rights in the development of our products.

For the three months ended June 30, 2009, cost of sales increased compared to the same period of the prior year primarily due to the consummation of the Business Combination, which resulted in cost of sales from the businesses operated by Activision, Inc. prior to the Business Combination of \$247 million of product costs, \$82 million of software royalties and amortization, and \$48 million of intellectual property licenses being included for the three months ended June 30, 2009, but not for the same period of the prior year.

Amortization of intangible assets and other purchase price accounting related adjustments of \$1 million, \$12 million, and \$24 million are included in product costs, software royalties and amortization, and intellectual property licenses, respectively, for the three months ended June 30, 2009.

The following table details the components of cost of sales in dollars and as a percentage of total consolidated net revenues for the six months ended June 30, 2009 and 2008 (amounts in millions):

|                                     | <b>Six months<br/>ended<br/>June 30,<br/>2009</b> | <b>% of<br/>consolidated<br/>net revenues</b> | <b>Six months<br/>ended<br/>June 30,<br/>2008</b> | <b>% of<br/>consolidated<br/>net revenues</b> | <b>Increase/<br/>(Decrease)</b> |
|-------------------------------------|---|---|---|---|---------------------------------|
| Product costs                       | \$ 577  | 28%   | \$ 74   | 11%   | \$ 503                          |
| Software royalties and amortization | 158   | 8   | 37  | 5   | 121                             |
| Intellectual property licenses      | 118   | 6   | 9   | 1   | 109                             |
| MMORPG                              | 103   | 5   | 93  | 14  | 10                              |

For the six months ended June 30, 2009, cost of sales increased compared to the same period of the prior year primarily due to the consummation of the Business Combination, which resulted in cost of sales from the businesses operated by Activision, Inc. prior to the Business Combination of \$530 million of product costs, \$151 million of software royalties and amortization, and \$112 million of intellectual property licenses being included for the six months ended June 30, 2009, but not for the same period of the prior year.

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Amortization of intangible assets and other purchase price accounting related adjustments of \$3 million, \$29 million, and \$51 million are included in product costs, software royalties and amortization, and intellectual property licenses, respectively, for the six months ended June 30, 2009.

*Product Development (amounts in millions)*

|                    | <u>June 30,<br/>2009</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>June 30,<br/>2008</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>Increase/<br/>(Decrease)</u> |
|--------------------|--------------------------|---|--------------------------|---|---------------------------------|
| Three months ended | \$ 123                   | 12%   | \$ 99                    | 28%   | \$ 24                           |
| Six months ended   | 240                      | 12  | 203                      | 30  | 37                              |

Product development expense primarily consists of expenses incurred by internal development studios and payments made to external development studios prior to products reaching technological feasibility.

For the three and six months ended June 30, 2009, product development costs increased compared to the same periods of the prior year. The increase was primarily attributable to the following:

- The consummation of the Business Combination, which resulted in product development costs of \$71 million and \$143 million from the Activision business operated by Activision, Inc. prior to the Business Combination being included for the three and six months ended June 30, 2009, respectively, but not for the same periods of the prior year; and
- Continuous product development investment in future titles.

The increase was partially offset by a reduction of product development costs as a result of the implementation of our organizational restructuring including title portfolio rationalization.

*Sales and Marketing (amounts in millions)*

|                    | <u>June 30,<br/>2009</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>June 30,<br/>2008</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>Increase/<br/>(Decrease)</u> |
|--------------------|--------------------------|---|--------------------------|---|---------------------------------|
| Three months ended | \$ 118                   | 11%   | \$ 51                    | 15%   | \$ 67                           |
| Six months ended   | 201                      | 10  | 78                       | 12  | 123                             |

Selling and marketing expenses consist of advertising, promotional expenses, and sales and marketing personnel-related costs.

For the three and six months ended June 30, 2009, sales and marketing increased compared to the same periods of the prior year. The increase in sales and marketing was principally the result of:

- The consummation of the Business Combination, which resulted in sales and marketing expenses of \$81 million and \$147 million from the businesses operated by Activision, Inc. prior to the Business Combination being included for the three and six months ended June 30, 2009, respectively, but not for the same periods of the prior year; and
- Increased investment in marketing by Blizzard.

The increase was partially offset by a reduction of sales and marketing expenses as a result of implementation of our organizational restructuring.

*General and Administrative (amounts in millions)*

|                    | <u>June 30,<br/>2009</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>June 30,<br/>2008</u> | <u>% of<br/>consolidated<br/>net revenues</u> | <u>Increase/<br/>(Decrease)</u> |
|--------------------|--------------------------|---|--------------------------|---|---------------------------------|
| Three months ended | \$ 92                    | 9%  | \$ 50                    | 14%   | \$ 42                           |
| Six months ended   | 195                      | 10  | 74                       | 11  | 121                             |

General and administrative expenses primarily consist of personnel-related expenses of executive and administrative staff, related overhead costs, and fees for professional services such as legal, information technology, and accounting.

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For the three and six months ended June 30, 2009, general and administrative expenses increased compared to the same periods of the prior year. The increase in general and administrative expenses was principally the result of the consummation of the Business Combination, which resulted in general and administrative expenses of \$51 million and \$114 million (including \$3 million and \$17 million of integration costs) from the businesses operated by Activision, Inc. prior to the Business Combination being included for the three and six months ended June 30, 2009, respectively, but not for the same periods of the prior year.

For the three and six months ended June 30, 2009, we recorded \$20 million and \$32 million of stock option expenses, respectively, in general and administrative expenses compared to expenses of \$2 million and income of \$9 million recorded in same periods of the prior year, respectively. The increase in fair value of outstanding options at the Business Combination date contributed to the higher stock option expenses.

*Restructuring Charges (amounts in millions)*

|                    | June 30,<br>2009 | % of<br>consolidated<br>net revenues | June 30,<br>2008 | % of<br>consolidated<br>net revenues | Increase/<br>(Decrease) |
|--------------------|------------------|--------------------------------------|------------------|--------------------------------------|-------------------------|
| Three months ended | \$ 15            | 2%                                   | \$ —             | —%                                   | \$ 15                   |
| Six months ended   | 30               | 1                                    | —                | —                                    | 30                      |

In the third quarter of 2008, we implemented an organizational restructuring as a result of the Business Combination. This organizational restructuring was to integrate different operations and to streamline the combined Activision Blizzard organization. The implementation of the organizational restructuring resulted in the following restructuring charges: severance costs, contract termination costs, fixed asset write-off on disposals, impairment charges on acquired trade names, prepaid royalties, intellectual property licenses, impairment charges on goodwill, and loss on disposal of assets/liabilities. We communicated to the affected employees and ceased use of certain offices under operating lease contracts. We have exited or substantially wound down our non-core operations, and at June 30, 2009 completed in majority the organizational restructuring activities as a result of the Business Combination. See Note 8 of the Notes to Condensed Consolidated Financial Statements for more detail.

*Investment Income, Net (amounts in millions)*

|                    | June 30<br>2009 | % of<br>consolidated<br>net revenues | June 30,<br>2008 | % of<br>consolidated<br>net revenues | Increase/<br>(Decrease) |
|--------------------|-----------------|--------------------------------------|------------------|--------------------------------------|-------------------------|
| Three months ended | \$ —            | —%                                   | \$ 2             | 1%                                   | \$ (2)                  |
| Six months ended   | 10              | —                                    | 4                | 1                                    | 6                       |

Interest income, net, decreased \$2 million for the three months ended June 30, 2009, compared to the same period of 2008 as a result of losses associated with foreign exchange contracts. Investment income for the six months ended June 30, 2009, was primarily derived from company's cash and cash equivalents and investments. Investment income increased for the six months ended June 30, 2009, compared to the same period of the prior year primarily as a result of higher cash and cash equivalents balances, offset, in part, by lower interest rates.

*Income Tax Expense (amounts in millions)*

|                    | June 30,<br>2009 | % of<br>pre-tax<br>income | June 30,<br>2008 | % of<br>pre-tax<br>income | Increase/<br>(Decrease) |
|--------------------|------------------|---------------------------|------------------|---------------------------|-------------------------|
| Three months ended | \$ 23            | 11%                       | \$ 20            | 42%                       | \$ 3                    |
| Six months ended   | 23               | 6                         | 42               | 37                        | (19)                    |

The income tax expense of \$23 million for the three months ended June 30, 2009 reflects an effective tax rate of 11%. The effective tax rate of 11% for the three months ended June 30, 2009 differs from the statutory rate of 35% primarily due to foreign income taxes provided at lower rates, recognition of research and development credits and IRC 199 domestic production deductions.

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For the six months ended June 30, 2009 the tax rate is based on our projected annual effective tax rate for 2009, and also includes certain discrete tax benefits recorded during the period. Our tax expense of \$23 million for the six months ended June 30, 2009 reflects an effective tax rate of 6% which differs from our effective tax rate of 37% for the six months ended June 30, 2008 primarily due to foreign income taxes provided at lower rates and certain discrete tax benefits recorded during the period related to the release of valuation allowances on foreign net operating losses and the impact of changes to California tax laws.

The overall effective income tax rate for the year could be different from the tax rates in effect for the six months ended June 30, 2009 and will be dependent on our profitability for the remainder of the year. In addition, our effective income tax rates for the remainder of 2009 and future periods will depend on a variety of factors, such as changes in the geographic mix of income, applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in the estimated and actual level of annual pre-tax income or loss.

We historically have considered undistributed earnings of our foreign subsidiaries to be indefinitely reinvested outside of the United States and, accordingly, no U.S. taxes have been provided thereon. We currently intend to continue to indefinitely reinvest the undistributed earnings of our foreign subsidiaries outside of the United States of America.

On May 4, 2009, President Obama's administration announced several proposals to reform U.S. tax laws, including a proposal to further limit foreign tax credits and a proposal to defer tax deductions allocable to non-U.S. earnings until earnings are repatriated. It is unclear whether these proposed tax reforms will be enacted or, if enacted, what the scope of the reforms will be. Depending on their content, such reforms, if enacted, could have a material effect on our operating results and financial condition.

### Liquidity and Capital Resources

#### *Sources of Liquidity (amounts in millions)*

|                            | <u>At June 30, 2009</u> | <u>At December 31, 2008</u> | <u>Increase/<br/>(Decrease)</u> |
|----------------------------|-------------------------|-----------------------------|---------------------------------|
| Cash and cash equivalents  | \$ 2,728                | \$ 2,958                    | \$ (230)                        |
| Short-term investments     | 102                     | 44                          | 58                              |
|                            | <u>\$ 2,830</u>         | <u>\$ 3,002</u>             | <u>\$ (172)</u>                 |
| Percentage of total assets | 21%                     | 20%                         |                                 |

  

|   | <u>For the six months ended June 30,</u> |             | <u>Increase/<br/>(Decrease)</u> |
|---|--|-------------|---------------------------------|
|   | <u>2009</u>                              | <u>2008</u> |                                 |
| Cash flows provided by operating activities | \$ 209                                   | \$ 190      | \$ 19                           |
| Cash flows used in investing activities     | (24)                                     | (19)        | (5)                             |
| Cash flows used in financing activities     | (441)                                    | (172)       | (269)                           |

In addition to cash flows provided by operating activities, our primary source of liquidity was \$2.8 billion of cash and cash equivalents and short-term investments at June 30, 2009. With our cash and cash equivalents and expected cash flows provided by operating activities, we believe that we have sufficient liquidity to meet daily operations in the foreseeable future. We also believe that we have sufficient working capital (approximately \$3.4 billion at June 30, 2009), as well as availability under our credit facilities, to finance our operational requirements for at least the next twelve months, including purchases of inventory and equipment, the funding of the development, production, marketing and sale of new products, to finance the acquisition of intellectual property rights for future products from third parties, and to fund the stock repurchase program.

On November 5, 2008, we announced that our Board of Directors authorized a stock repurchase program under which we may repurchase up to \$1 billion worth of our common stock. Under this program, we may repurchase our common stock from time to time on the open market or in private transactions, including structured or accelerated transactions. We will determine the timing and amount of repurchases based on our evaluation of market conditions and other factors. The repurchase program may be suspended or discontinued by the Company at any time. At June 30, 2009, we had \$332 million available for utilization under the repurchase program.

On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the stock repurchase program



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bringing the total authorization to \$1.25 billion.

*Cash Flows from Operating Activities*

The primary drivers of cash flows from operating activities have typically included the collection of customer receivables generated by the sale of our products and our subscription revenues, offset by payments to vendors for the manufacture, distribution and marketing of our products, third-party developers, and intellectual property holders, and to our workforce. A significant operating use of our cash relates to our continued investment in software development and intellectual property licenses. We expect that we will continue to make significant expenditures relating to our investment in software development and intellectual property licenses.

*Cash Flows from Investing Activities*

The primary drivers of cash flows used in investing activities have typically included capital expenditures, acquisitions of privately held interactive software development companies and publishing companies and the net effect of purchases and sales/maturities of short-term investment instruments.

*Cash Flows from Financing Activities*

The primary drivers of cash flows provided by financing activities have historically related to transactions involving our common stock, including the issuance of shares of common stock to employees and the public and the purchase of treasury shares. We have not utilized debt financing as a source of cash flows. However, if needed, we may access and utilize the credit facilities that are described in "Credit Facilities" in Note 18 of the Notes to Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 2008.

For the six months ended June 30, 2009, cash flows used in financing activities included \$542 million used to purchase Activision Blizzard stock under the stock repurchase program. Since the inception of the \$1 billion common stock repurchase program on November 5, 2008, we have repurchased \$668 million worth of our common stock under this program.

On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the stock repurchase program bringing the total authorization to \$1.25 billion.

*Capital Requirements*

For the year ending December 31, 2009, we anticipate total capital expenditures of approximately \$80 million. Capital expenditures will be primarily for computer hardware and software purchases.

**Off-balance Sheet Arrangements**

At June 30, 2009 and December 31, 2008, Activision Blizzard had no relationships with unconsolidated entities or financial parties, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes, that have or are reasonably likely to have a material future effect on our financial condition, changes in financial condition, revenues or expenses, results of operation, liquidity, capital expenditure, or capital resources.

**Financial Disclosure**

We maintain internal control over financial reporting, which generally includes those controls relating to the preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). We also are focused on our "disclosure controls and procedures," which as defined by the Securities and Exchange Commission (the "SEC") are generally those controls and procedures designed to ensure that financial and non-financial information required to be disclosed in our reports filed with the SEC is reported within the time periods specified in the SEC's rules and forms, and that such information is communicated to management, including our principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Our Disclosure Committee, which operates under the Board-approved Disclosure Committee Charter and Disclosure Controls & Procedures Policy, includes senior management representatives and assists executive management in its oversight of the accuracy and timeliness of our disclosures, as well as in implementing and evaluating our overall disclosure process. As part of our disclosure process, senior finance and operational representatives from all of our corporate divisions and business units prepare quarterly reports regarding their current quarter operational performance, future trends, subsequent

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events, internal controls, changes in internal controls and other accounting and disclosure-relevant information. These quarterly reports are reviewed by certain key corporate finance executives. These corporate finance representatives also conduct quarterly interviews on a rotating basis with the preparers of selected quarterly reports. The results of the quarterly reports and related interviews are reviewed by the Disclosure Committee. Finance representatives also conduct reviews with our senior management team, our internal and external counsel and other appropriate personnel involved in the disclosure process, as appropriate. Additionally, senior finance and operational representatives provide internal certifications regarding the accuracy of information they provide that is utilized in the preparation of our periodic public reports filed with the SEC. Financial results and other financial information also are reviewed with the Audit Committee of the Board of Directors on a quarterly basis. As required by applicable regulatory requirements, the principal executive and financial officers review and make various certifications regarding the accuracy of our periodic public reports filed with the SEC, our disclosure controls and procedures, and our internal control over financial reporting. With the assistance of the Disclosure Committee, we will continue to assess and monitor, and make refinements to, our disclosure controls and procedures, and our internal control over financial reporting.

### **Critical Accounting Policies and Estimates**

Our Condensed Consolidated Financial Statements are prepared in accordance with U.S. GAAP. These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the periods presented. To the extent there are material differences between these estimates, judgments or assumptions and actual results, our financial statements will be affected. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

- Revenue Recognition
- Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence
- Software Development Costs and Intellectual Property Licenses
- Accounting for Income Taxes
- Fair Value Estimates
- Business Combinations
- Goodwill and Intangible Assets — Impairment Assessments
- Stock-Based Compensation

During the six months ended June 30, 2009, there were no significant changes in our critical accounting policies and estimates. You should refer to Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2008 for a more complete discussion of our critical accounting policies and estimates.

### **Recently Issued Accounting Pronouncements**

On April 9, 2009, the Financial Accounting Standards Board issued three final Staff Positions ("FSPs") intended to provide additional application guidance and enhance disclosures regarding fair value measurements and impairments of securities.

FSP FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly," provides guidance on how to determine the fair value of assets and liabilities in an environment where the volume and level of activity for the asset or liability have significantly decreased and re-emphasizes that the objective of a fair value measurement remains an exit price.

FSP FAS 107-1 and APB 28-1, "Interim Disclosures about Fair Value of Financial Instruments," requires companies to disclose the fair value of financial instruments within interim financial statements, adding to the current requirement to provide those disclosures annually.

FSP FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments," modifies the requirements for recognizing other-than-temporary-impairment on debt securities and significantly changes the impairment model for such securities. Under FSP FAS 115-2 and 124-2, a security is considered to be other-than-temporarily impaired if the present value of cash flows expected to be collected are less than the security's amortized cost basis (the

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difference being defined as the credit loss) or if the fair value of the security is less than the security's amortized cost basis and the investor intends, or more-likely-than-not will be required, to sell the security before recovery of the security's amortized cost basis. If an other-than-temporary impairment exists, the charge to earnings is limited to the amount of credit loss if the investor does not intend to sell the security, and it is more-likely-than-not that it will not be required to sell the security, before recovery of the security's amortized cost basis. Any remaining difference between fair value and amortized cost is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. The FSP also modifies the presentation of other-than-temporary impairment losses and increases related disclosure requirements.

The FSPs are effective for interim and annual periods ending after June 15, 2009 and the adoption of these standards did not have a material impact on our results of operations or financial position.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" ("SFAS No. 167"). SFAS No. 167 amends the evaluation criteria to identify the primary beneficiary of a variable interest entity provided by FASB Interpretation No. 46(R), "Consolidation of Variable Interest Entities—An Interpretation of ARB No. 51." Additionally, SFAS No. 167 requires ongoing reassessments of whether an enterprise is the primary beneficiary of the variable interest entity. We are currently evaluating the impact from the adoption of SFAS No. 167 on our consolidated financial statements.

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" ("SFAS No. 165"). SFAS No. 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date, but before the financial statements are issued or are available to be issued. We adopted SFAS No. 165 in the second quarter of 2009. The adoption of SFAS No. 165 did not significantly impact our reporting of subsequent events either through recognition or disclosure.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in interest rates, foreign currency exchange rates and market prices.

#### **Interest Rate Risk**

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. We do not use derivative financial instruments to manage interest rate risk in our investment portfolio. Our investment portfolio consists primarily of debt instruments with high credit quality and relatively short average maturities and money market funds that invest in such securities. Because short-term securities mature relatively quickly and must be reinvested at the then-current market rates, interest income on a portfolio consisting of cash, cash equivalents, or short-term securities is more subject to market fluctuations than a portfolio of longer term securities. Conversely, the fair value of such a portfolio is less sensitive to market fluctuations than a portfolio of longer term securities. At June 30, 2009, our \$2,728 million of cash and cash equivalents were comprised primarily of money market funds. At June 30, 2009, our \$102 million of short-term investments included \$3 million of mortgage-backed securities, \$57 million of auction rate securities classified as trading and \$42 million restricted cash. We have \$23 million in auction rate securities at fair value classified as long-term investments at June 30, 2009. Most of our investment portfolio is invested in short-term or variable rate securities. Accordingly, we believe that a sharp change in interest rates would not have a material effect on the value of our short-term investment portfolio.

#### **Foreign Currency Exchange Rate Risk**

We transact business in many different foreign currencies and may be exposed to financial market risk resulting from fluctuations in foreign currency exchange rates. Currency volatility is monitored frequently throughout the year. We enter into currency forward contracts and swaps with Vivendi, generally with maturities of twelve months or less, to mitigate our risk associated with our exposures, which are comprised of foreign currency denominated financial assets and liabilities (e.g. intercompany receivables and payables) and earnings. We expect to continue to use economic hedge programs in the future to reduce financial market risks if it is determined that such hedging activities are appropriate to reduce risk. We do not hold or purchase any foreign currency contracts for trading or speculative purposes. All foreign currency hedging transactions are backed, in amount and by maturity, by an identified economic underlying item.

The gross notional amount of outstanding foreign exchange swaps was \$320 million at June 30, 2009. The notional amounts of outstanding forward foreign exchange contracts and foreign exchange swaps were \$126 million and \$118 million, respectively, at December 31, 2008. A pre-tax net unrealized loss of \$2 million and a pre-tax net unrealized loss of less than

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\$1 million for the three months ended June 30, 2009 and 2008, respectively, resulted from the foreign exchange contracts and swaps with Vivendi and were recognized in the Condensed Consolidated Statements of Operations. A pre-tax net unrealized gain of less than \$1 million and a pre-tax net unrealized loss of \$1 million for the six months ended June 30, 2009 and 2008, respectively, resulted from the foreign exchange contracts and swaps with Vivendi and were recognized in the Condensed Consolidated Statements of Operations.

**Item 4. Controls and Procedures**

**Controls and Procedures**

**1) Definition and Limitations of Disclosure Controls and Procedures.**

Our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as amended (the "Exchange Act") are designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures. A control system, no matter how well designed and operated, can provide only reasonable assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports. Inherent limitations to any system of disclosure controls and procedures include, but are not limited to, the possibility of human error and the circumvention or overriding of such controls by one or more persons. In addition, we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, and our system of controls may therefore not achieve its desired objectives under all possible future events.

**2) Evaluation of Disclosure Controls and Procedures.**

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures at June 30, 2009, the end of the period covered by this report. Based on this controls evaluation, the principal executive officer and principal financial officer concluded that, at June 30, 2009, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized, and reported on a timely basis, and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

**3) Changes in Internal Control Over Financial Reporting.**

There have not been any changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

The discussion in Note 16 to the Condensed Consolidated Financial Statements regarding legal proceedings is incorporated herein by reference.

**Item 1A. Risk Factors**

Various risk factors associated with our business are included in Part I, Item 1A, "Risk Factors," of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. In addition, the Company notes the following risk:

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***We can not be certain when the transitioning of World of Warcraft in China to Blizzard's new licensee will be completed.***

Our new licensee for World of Warcraft in China will not be able to begin offering the game in China on a paid basis until we obtain all required regulatory approvals, and we do not know when that will happen. World of Warcraft was unavailable to players in mainland China from June 7, 2009 (local), the date on which our prior license arrangements expired, until July 30, 2009 (local), when our new licensee began making the game available to our previous players in China in a test format without charge. If regulatory approvals are not granted in a timely fashion, Blizzard and its operator in China may make the game unavailable until all regulatory approvals are obtained. Having World of Warcraft unavailable for play for a prolonged period may have a negative effect on Blizzard's reputation and subscriber base in China, and having it unavailable or available only on an unpaid basis will result in lost revenues and net income. Further, efforts relating to the transition may be distracting to Blizzard Entertainment's management and other employees.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

*Issuer Repurchase of Equity Securities*

The following table provides the number of shares repurchased and average price paid per share during the three months ended June 30, 2009, and the approximate dollar value of shares that may yet be purchased under our \$1 billion stock repurchase program at June 30, 2009 (amounts in millions, except number of shares and per share data).

| Period                       | Total number of shares repurchased (1) | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Approximate dollar value of shares that may yet be purchased under the plan |
|------------------------------|--|------------------------------|--|---|
| April 1, 2009—April 30, 2009 | —                                      | \$ —                         | —  | \$ 561  |
| May 1, 2009—May 31, 2009     | 10,438,168                             | 11.34                        | 10,438,168   | 443   |
| June 1, 2009—June 30, 2009   | 8,933,079                              | 12.45                        | 8,933,079  | 332   |
| Total                        | 19,371,247                             | \$ 11.85                     | 19,371,247   |   |

(1) All purchases were made pursuant to a stock repurchase program, announced on November 5, 2008, authorized by our Board of Directors pursuant to which we may repurchase up to \$1 billion of our common stock from time to time on the open market or in private transactions, including structured or accelerated transactions. We will determine the timing and amount of repurchases based on our evaluation of market conditions and other factors. We may suspend or discontinue the stock repurchase program at any time.

In addition to the above repurchases, we had agreed to repurchase 2,026,183 shares at an average price per share of \$12.69 that were unsettled at June 30, 2009.

On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the stock repurchase program bringing the total authorization to \$1.25 billion.

**Item 4. Submission of Matters to a Vote of Security Holders**

We held our 2009 annual meeting of the Company's stockholders on June 5, 2009 in Beverly Hills, California. At the annual meeting, our stockholders voted on the following two proposals and cast their votes as follows:

Proposal No. 1: To elect 11 directors to serve until their respective successors are duly elected or appointed and qualified or until the earlier of their death, resignation or removal.

| Nominee               | For           | Withheld    |
|-----------------------|---------------|-------------|
| Philippe G. H. Capron | 1,010,279,229 | 216,473,659 |
| Robert J. Corti       | 1,127,338,691 | 99,414,197  |
| Frédéric R. Crépin    | 991,260,648   | 235,492,240 |
| Brian G. Kelly        | 1,011,266,587 | 215,486,301 |
| Robert A. Kotick      | 989,489,697   | 237,263,191 |

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|                   |               |             |
|-------------------|---------------|-------------|
| Jean-Bernard Lévy | 958,700,949   | 268,051,939 |
| Robert J. Morgado | 1,165,291,334 | 61,461,554  |
| Douglas P. Morris | 976,626,413   | 250,126,475 |
| Stéphane Roussel  | 1,051,505,792 | 175,247,096 |
| Richard Sarnoff   | 1,163,809,323 | 62,943,565  |
| Régis Turrini     | 1,056,220,883 | 170,532,005 |

Proposal No. 2: To approve an amendment to the Activision Blizzard, Inc. 2008 Incentive Plan to increase by \$2 million the maximum aggregate amount of annual incentive compensation under such plan payable to any one participant for a single year, from \$4 million to \$6 million.

| For           | Against    | Abstain | Broker Non-Votes |
|---------------|------------|---------|------------------|
| 1,156,156,484 | 21,914,838 | 615,322 | 48,066,244       |

**Item 5. Other Information**

In July 2009, our Board of Directors adopted a procedure to solicit from our stockholders potential candidates to be nominated for election to our Board of Directors. Under this procedure, the Nominating and Corporate Governance Committee of our Board of Directors will, on an annual basis and in advance of our annual meeting of stockholders, solicit from each stockholder who holds more than one percent of our stock (and has held at least that amount of our stock for a minimum of nine months) recommendations of up to two candidates for nomination. Stockholders will be under no obligation to submit names of candidates. If such stockholders recommend any candidates for nomination under this procedure, the Nominating and Corporate Governance Committee will consider the qualifications of the candidates based on an objective set of criteria established by the committee and will, in the exercise of its business judgment and subject to its fiduciary duties, recommend to our Board of Directors (or the Independent Nominating Committee of our Board of Directors for so long as our By-Laws provide for the existence of this subcommittee) at least one candidate from among all candidates considered. Our Board of Directors (or the Independent Nominating Committee, as applicable) will retain full authority, subject to its business judgment and fiduciary duties, to nominate any candidate to stand for election to our Board of Directors.

**Item 6. Exhibits**

The exhibits listed on the accompanying index to exhibits are hereby incorporated by reference into this Form 10-Q.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 7, 2009

ACTIVISION BLIZZARD, INC.

*/s/ Thomas Tippel*

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Thomas Tippel  
Chief Corporate Officer and Chief Financial Officer,  
Principal Financial and Accounting Officer of  
Activision Blizzard, Inc.

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Exhibit</b>   |
|-----------------------|--|
| 3.1                   | Amended and Restated Certificate of Incorporation of Activision Blizzard, Inc., dated July 9, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed July 15, 2008).                                      |
| 3.2                   | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Activision Blizzard, Inc., dated August 15, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed August 15, 2008). |
| 3.3                   | Amended and Restated By-Laws of Activision Blizzard, Inc., dated July 9, 2008 (incorporated by reference to Exhibit 3.2 of the Company's Form 8-K, filed July 15, 2008).   |
| 3.4                   | First Amendment to the Amended and Restated By-Laws of Activision Blizzard, Inc., dated July 28, 2008 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed July 31, 2008).                                   |
| 10.1*                 | Amendment, dated as of April 15, 2009, to Employment Agreement between Thomas Tippl and Activision Publishing, Inc.  |
| 10.2*                 | Notice of Stock Option Award, dated as of May 11, 2009, to Thomas Tippl.   |
| 10.3*                 | Notice of Restricted Share Award, dated as of May 11, 2009, to Thomas Tippl.   |
| 10.4*                 | Notice of Performance Share Award, dated as of May 11, 2009, to Thomas Tippl.  |
| 10.5*                 | Activision Blizzard, Inc. Amended and Restated 2008 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed June 11, 2009).                                       |
| 10.6*                 | Description of the Non-Affiliated Director Compensation Program and Director Stock Ownership Guidelines adopted on June 5, 2009.   |
| 10.7*                 | Amendment, dated as of June 9, 2009, to Employment Agreement between Ronald Doomink and Activision Publishing, Inc.  |
| 31.1                  | Certification of Robert A. Kotick pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2                  | Certification of Thomas Tippl pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1                  | Certification of Robert A. Kotick pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2                  | Certification of Thomas Tippl pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 101.INS               | XBRL Instance Document.**  |
| 101.SCH               | XBRL Taxonomy Extension Schema Document.**   |
| 101.CAL               | XBRL Taxonomy Calculation Linkbase Document.**   |
| 101.LAB               | XBRL Taxonomy Label Linkbase Document.**   |
| 101.PRE               | XBRL Taxonomy Presentation Linkbase Document.**  |
| 101.DEF               | XBRL Taxonomy Extension Definition Document.**   |

\*Indicates a management contract or compensatory plan, contract or arrangement in which a director or executive officer of the Company participates.

\*\* submitted electronically herewith

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at June 30, 2009 and December 31, 2008, (ii) Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2009 and Jun 30, 2008, (iii) Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2009 and June 30, 2008; (iv) Condensed Consolidated Statement of Changes in Shareholders' Equity for the six months ended June 30, 2009; and (v) Notes to Condensed Consolidated Financial Statements.

In accordance with Rule 406T of Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.



AMENDMENT NO. 2 TO EMPLOYMENT AGREEMENT

Thomas Tipl

This Amendment No. 2 to Employment Agreement (this "**Amendment No. 2**") is entered into by and between Thomas Tipl ("**You**" or "**Employee**") on the one hand, and Activision Publishing, Inc. ("**ATVI Publishing**") and Activision Blizzard, Inc. a Delaware corporation and the owner of 100% of the outstanding capital of ATVI Publishing ("**Activision Blizzard**" or "**Employer**") and is effective as of as of the day on which this Amendment No. 2 been executed by all parties hereto, as indicated by reference to the dates on the signature lines hereof.

**RECITALS:**

Employee and ATVI Publishing entered into an Employment Agreement dated as of September 9, 2005 and amended that agreement as of December 15, 2008 (as amended, the "**Agreement**").

The original Expiration Date of the Agreement as set forth therein is September 30, 2010.

For consideration described below, the sufficiency and adequacy of which is hereby acknowledged, Employer and ATVI Publishing desire to assign this Agreement in its entirety to Activision Blizzard, Activision Blizzard desires to accept such assignment, and Employee and Activision Blizzard desire to extend the Expiration Date of the Agreement and otherwise amend the Agreement in certain respects as set forth herein below.

**AGREEMENT:**

The parties hereby agree to amend the terms of the Employment Agreement as follows:

1. **Assignment:** ATVI Publishing hereby assigns all of its rights, title and interest in this Agreement to Activision Blizzard and Activision Blizzard hereby accepts such assignment in its entirety including without limitation all of ATVI Publishing's obligations thereunder. Employee hereby acknowledges that no consent of Employee to such assignment is required under the terms of Paragraph 12 of the Agreement.

2. **Term:** Paragraph 1 is here by amended in its entirety to state as follows:

The new term of your employment under this Employment Agreement (the "**Extended Employment Period**") shall be deemed to commence on February 15, 2009 (the "**New Effective Date**"), and shall expire on April 15, 2014 (the "**New Expiration Date**"), unless earlier terminated as provided in Paragraph 9 below.

3. **Salary:**

a. Section 2(a) of the Agreement is hereby amended to add the following:

As of the New Effective Date, the Employee's annual base salary ("**New Base Salary**") shall be **Seven Hundred Fifty Thousand Dollars (\$750,000)**. Thereafter, on each annual anniversary of the New Effective Date during the

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Extended Employment Period, your New Base Salary shall be automatically increased (but not decreased) by an amount equal to the average percentage increase approved by the Compensation Committee of Activision Blizzard's Board of Directors (the "**Compensation Committee**") in the base salaries of the members of Activision Blizzard's executive leadership team most recently implemented with respect to the fiscal year in which such anniversary of the New Effective Date occurs excluding for these purposes (i) increases that are required or guaranteed by contract and (ii) increases in base salaries in connection with a promotion or other significant modification in an executive's duties.

- b. Section 2(d) is hereby deleted in its entirety.
- c. Section 2(e) is hereby amended to add the following:

As of the New Effective Date, the Employee's target Annual Bonus ("**New Annual Bonus**") will be **100%** of the then applicable New Base Salary, provided that the actual amount of the New Annual Bonus, if any, is within the sole and absolute discretion of Activision Blizzard's Board of Directors (or the Compensation Committee) and will be based upon your achievement of certain mutually agreed objectives and goals and/or your contribution to the success of Activision Blizzard's financial and business objectives and goals for the fiscal year with respect to which the New Annual Bonus is calculated, such determination to be made by Activision Blizzard's Board of Directors (or the Compensation Committee) in its sole discretion.

- d. Section 2(f) is hereby amended by adding the following:

Subject to the approval of the Compensation Committee, the Employee will be granted a non-qualified stock option (the "**New Option**") to purchase an aggregate of **1,200,000** shares of the common stock of Activision Blizzard. One-fifth of the New Option will vest in equal installments on each of February 15, 2010, February 15, 2011, February 15, 2012, February 15, 2013 and February 15, 2014, subject to your remaining employed by Activision Blizzard through the applicable vesting date. Employee acknowledges that the grant of the New Option is expressly conditioned upon approval by the Compensation Committee, and that the Compensation Committee has discretion to approve or disapprove the grant of the New Option and/or to determine and make modifications to the terms of the New Option. The New Option shall be subject to all terms of the equity incentive plan pursuant to which it is granted and Activision Blizzard's standard forms of award agreement.

- e. Section 2(g) is hereby amended by adding the following:

The Employee will receive a restricted stock grant of **150,000** shares of Activision Blizzard's common stock (the "**New Restricted Shares**"). One-fifth of the New Restricted Shares will vest in equal installments on each of February 15, 2010, February 15, 2011, February 15, 2012, February 15, 2013 and February 15, 2014, subject to your remaining employed by Activision Blizzard through the applicable vesting date. Employee acknowledges that the grant of

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the New Restricted Shares is expressly conditioned upon approval by the Compensation Committee, and that the Compensation Committee has discretion to approve or disapprove the grant of the New Restricted Shares and/or to determine and make modifications to the terms of the New Restricted Shares. The New Restricted Shares shall be subject to all terms of the equity incentive plan pursuant to which it is granted and Activision Blizzard's standard forms of award agreement.

f. Section 2(h) is hereby deleted in its entirety.

g. A new Section 2(j) is hereby added:

The Employee will receive a restricted stock grant of **80,000** shares of Activision Blizzard's common stock (the "**Performance Shares**"). The Performance Shares will vest in their entirety on February 15, 2010, if (and only if) the non-GAAP earnings per share of Activision Blizzard for the year ended December 31, 2009, as reported as such in the press release issued by Activision Blizzard for that period, is greater than or equal to \$0.68, subject to your remaining employed by Activision Blizzard through such vesting date. Employee acknowledges that the grant of the Performance Shares is expressly conditioned upon approval by the Compensation Committee, and that the Compensation Committee has discretion to approve or disapprove the grant of the Performance Shares and/or to determine and make modifications to the terms of the Performance Shares. The Performance Shares shall be subject to all terms of the equity incentive plan pursuant to which it is granted and Activision Blizzard's standard forms of award agreement..

4. **Appointment; Title.**

Section 3 is hereby amended in its entirety to provide as follows:

Employee is hereby being employed under this Agreement in the position of Chief Corporate Officer and Chief Financial Officer of Activision Blizzard. You shall report to the President and Chief Executive Officer of Activision Blizzard.

5. **Other Benefits:** Section 6 shall be amended to provide that Employee will be provided during the Extended Employment Period, at Activision Blizzard's or ATVI Publishing expense, with a supplemental term life insurance policy with a benefit amount of \$3,000,000 through carrier of Activision Blizzard's choice (in lieu of the \$2,000,000 policy currently provided pursuant to Section 6).

6. **Waiver of Non-Competition:** The parties hereby agree that provision of Paragraphs 8(e) and 9(e)(vi) of the Agreement are hereby waived to the extent they apply to employment subsequent to termination of the Agreement, provided that in the event during the Extended Employment Period the laws and regulation of the State of California are changed such that provisions of post-termination non-competition become enforceable, this Agreement shall be amended to provide for such provision to the fullest extent the law then allows.

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7. **Exhibit A:** The “Valuation Limit” will be calculated based on the number of whole months actually worked beginning from “Effective Date” (*i.e.*, the initial date of Employee’s employment in 2005) and through the date of termination. The Employer and Employee agree that for purposes of calculating the “Aggregate Earned Limit”, the parties shall use all restricted shares and stock options that may be granted to Employee during the Extended Employment Period, including without limitation, New Restricted Shares and New Stock Options. The Employer and Employee agree that for purposes of calculating the “Future Shares Value”, the parties shall use all restricted shares that may be granted to Employee during the Extended Employment Period, including without limitation, New Restricted Shares. The Employer and Employee agree that for purposes of calculating the “Future Options Value”, the parties shall use all stock options that may be granted to Employee during the Extended Employment Period, including without limitation, New Stock Options.
  8. **Use of Defined Terms:** The parties agree that, with respect to the Agreement as amended by this Amendment No. 2, except with respect to Sections 2 and 6 of the Agreement:
    - a. All references to the “Employment Period” shall be deemed to be references to the “Extended Employment Period”
    - b. All references to “Expiration Date” shall be deemed to be references to the “New Expiration Date”)
    - c. All references to “Base Salary” shall be deemed to be references to the “New Base Salary”)
    - d. All references to “Restricted Shares” shall be deemed to include the “New Restricted Shares” (in addition to the “Restricted Shares”)
-

Except as specifically set forth in this Amendment No. 2, the Agreement shall remain unmodified and in full force and effect. If any term or provision of the Employment Agreement is contradictory to, or inconsistent with, any term or provision of this Amendment No. 2, then the terms and provisions of this Amendment No. 2 shall in all events control.

**AGREED AND ACCEPTED:**

**Employee:**

/s/ Thomas Tippl  
Thomas Tippl  
Date: April 15, 2009

**Employer:**

**Activision Blizzard, Inc.**

/s/ George L. Rose  
George L. Rose  
Chief Legal Officer  
Date: April 15, 2009

**Activision Publishing, Inc.**

/s/ George L. Rose  
George L. Rose  
Chief Legal Officer  
Date: April 15, 2009

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## AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.

## 2008 INCENTIVE PLAN

## NOTICE OF STOCK OPTION AWARD

You have been awarded an option to purchase Common Shares of Activision Blizzard, Inc. (the “Company”), as follows:

- Your name: **Thomas Tippl**
- Total number of Shares purchasable upon exercise of the Stock Option awarded: **1,200,000**
- Exercise Price: **US\$11.50** per Share
- Date of Grant: **May 11, 2009**
- Expiration Date: **May 11, 2019**
- Grant ID: **08001707**
- Your Award of the Stock Option is governed by the terms and conditions set forth in:
  - this Notice of Stock Option Award;
  - the Stock Option Award Terms attached hereto as Exhibit A (the “Award Terms”); and
  - the Company’s Amended and Restated 2008 Incentive Plan, the receipt of a copy of which you hereby acknowledge.
- Your Stock Option Award has been made in connection with your employment agreement with the Company or one of its subsidiaries or affiliates as a material inducement to your entering into or renewing employment with such entity pursuant to such agreement, and is also governed by any applicable terms and conditions set forth in such agreement.
- *Schedule for Vesting*: Except as otherwise provided under the Award Terms, the Stock Option awarded to you will vest and become exercisable as follows, provided you remain continuously employed by the Company or one of its subsidiaries or affiliates through each such date:

| <b>Schedule for Vesting</b> |  |  |
|-----------------------------|--|--|
| <b>Date of Vesting</b>      | <b>No. of Shares Vesting at Vesting Date</b> | <b>Cumulative No. of Shares Vested at Vesting Date</b> |
| <b>February 15, 2010</b>    | <b>240,000</b>                               | <b>240,000</b>   |
| <b>February 15, 2011</b>    | <b>240,000</b>                               | <b>480,000</b>   |
| <b>February 15, 2012</b>    | <b>240,000</b>                               | <b>720,000</b>   |
| <b>February 15, 2013</b>    | <b>240,000</b>                               | <b>960,000</b>   |
| <b>February 15, 2014</b>    | <b>240,000</b>                               | <b>1,200,000</b>                                       |

- The Stock Option is not intended to be an “incentive stock option,” as such term is defined in Section 422 of the Code.
- *Please sign and return to the Company this Notice of Stock Option Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.*
- *Please return the signed Notice of Stock Option Award to the Company at:*

Activision Blizzard, Inc.  
3100 Ocean Park Boulevard  
Santa Monica, CA 90405  
Attn: Stock Plan Administration

You should retain the enclosed duplicate copy of this Notice of Stock Option Award for your records.

Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Award Terms.

**ACTIVISION BLIZZARD, INC.**

/s/ Ann E. Weiser  
Ann E. Weiser  
Chief Human Resources Officer

Date: May 15, 2009

**ACCEPTED AND AGREED:**

/s/ Thomas Tippel  
Thomas Tippel

Date: May 15, 2009

**EXHIBIT A**

**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**

**2008 INCENTIVE PLAN**

**STOCK OPTION AWARD TERMS**

1. Definitions.

(a) For purposes of these Award Terms, the following terms shall have the meanings set forth below:

“**Award**” means the award described on the Grant Notice.

“**Cause**” shall have the meaning given to such term in the Employment Agreement.

“**Common Shares**” means the shares of common stock, par value \$0.000001 per share, of the Company or any security into which such Common Shares may be changed by reason of any transaction or event of the type referred to in Section 8 hereof.

“**Company**” means Activision Blizzard, Inc. and any successor thereto.

“**Company Group**” means the Company or any of its subsidiaries or other affiliates.

“**Company-Sponsored Equity Account**” means an account that is created with the Equity Account Administrator in connection with the administration of the Company’s equity plans and programs, including the Plan.

“**Date of Grant**” means the Date of Grant of the Award set forth on the Grant Notice.

“**Disability**” shall have the meaning given to such term in, or otherwise be determined in accordance with, the Employment Agreement.

“**Employment Agreement**” means the employment agreement between the Holder and the Company Group, dated as of September 9, 2005, as amended from time to time.

“**Employment Violation**” means any material breach by the Holder of the Employment Agreement for so long as the terms of the Employment Agreement shall apply to the Holder (with any breach of the post-termination obligations contained therein deemed to be material for purposes of these Award Terms).

“**Equity Account Administrator**” means the brokerage firm utilized by the Company from time to time to create and administer accounts for participants in the Company’s equity plans and programs, including the Plan.

“**Exercise Price**” means the Exercise Price set forth on the Grant Notice.

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**“Expiration Date”** means the Expiration Date set forth on the Grant Notice.

**“Grant Notice”** means the Notice of Stock Option Award to which these Award Terms are attached as Exhibit A.

**“Holder”** means the recipient of the Award named on the Grant Notice.

**“Look-back Period”** means, with respect to any Employment Violation by the Holder, the period beginning on the date which is 12 months prior to the date of such Employment Violation by the Holder and ending on the date of computation of the Recapture Amount with respect to such Employment Violation.

**“Option”** means the Stock Option to purchase Common Shares awarded to the Holder on the terms and conditions described in the Grant Notice and these Award Terms.

**“Plan”** means the Amended and Restated Activision Blizzard, Inc. 2008 Incentive Plan, as amended from time to time.

**“Recapture Amount”** means, with respect to any Employment Violation by the Holder, the gross gain realized or unrealized by the Holder upon all exercises of the Stock Option during the Look-back Period with respect to such Employment Violation, which gain shall be calculated as the sum of:

(i) if the Holder has exercised any portion of the Stock Option during such Look-back Period and sold any of the Shares acquired on exercise thereafter, an amount equal to the product of (A) the sales price per Share sold minus the Exercise Price times (B) the number of Shares as to which the Stock Option was exercised and which were sold at such sales price; plus

(ii) if the Holder has exercised any portion of the Stock Option during such Look-back Period and not sold any of the Shares acquired on exercise thereafter, an amount equal to the product of (A) the greatest of the following: (1) the Market Value per Share of Common Shares on the date of exercise, (2) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of the Company’s written notice of its exercise of its rights under Section 11 hereof, or (3) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of computation, minus the Exercise Price, times (B) the number of Shares as to which the Stock Option was exercised and which were not sold.

**“Section 409A”** means Section 409A of the Code and the guidance and regulations promulgated thereunder.

**“Shares”** means the Common Shares purchasable upon exercise of the Stock Option.

**“Term Sheet”** means the Corporate Governance Term Sheet approved by the Delaware Court of Chancery in connection with the settlement of *In re Activision, Inc.*

“**Withholding Taxes**” means any taxes, including, but not limited to, social security and Medicare taxes and federal, state and local income taxes, required to be withheld under any applicable law.

(b) Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Plan.

2. Expiration. The Stock Option shall expire on the Expiration Date and, after such expiration, shall no longer be exercisable.

3. Vesting and Exercise.

(a) Vesting Schedule. Except as otherwise set forth in these Award Terms, the Stock Option shall vest, and thereupon become exercisable, in accordance with the “Schedule for Vesting” set forth on the Grant Notice.

(b) Exercisable Only by the Holder. Except as otherwise permitted under the Plan or Section 10 hereof, the Stock Option may be exercised during the Holder’s lifetime only by the Holder or, in the event of the Holder’s legal incapacity to do so, by the Holder’s guardian or legal representative acting on behalf of the Holder in a fiduciary capacity under state law and/or court supervision.

(c) Procedure for Exercise. The Stock Option may be exercised by the Holder as to all or any of the Shares as to which the Stock Option has vested (i) by following the procedures for exercise established by the Equity Account Administrator and posted on the Equity Account Administrator’s website from time to time or (ii) with the Company’s consent, by giving the Company written notice of exercise, in such form as may be prescribed by the Company from time to time, specifying the number of Shares to be purchased.

(d) Payment of Exercise Price. To be valid, any exercise of the Stock Option must be accompanied by full payment of the aggregate Exercise Price of the Shares being purchased. The Company shall determine the method or methods the Holder may use to make such payment, which may include any of the following: (i) by bank check or certified check or wire transfer of immediately available funds, (ii) if securities of the Company of the same class as the Shares are then traded or quoted on a national securities exchange, the Nasdaq Stock Market, Inc. or a national quotation system sponsored by the National Association of Securities Dealers, Inc., through the delivery of irrevocable written instructions, in a form acceptable to the Company, to the Equity Account Administrator (or, with the Company’s consent, such other brokerage firm as may be requested by the person exercising the Stock Option) to sell some or all of the Shares being purchased upon such exercise and to thereafter deliver promptly to the Company from the proceeds of such sale an amount in cash equal to the aggregate Exercise Price of the Shares being purchased, (iii) by tendering previously owned shares (valued at their Market Value per Share as of the date of tender), (iv) through the withholding of Shares otherwise deliverable upon exercise, or (v) any combination of (i), (ii), (iii) or (iv) above or any other manner permitted pursuant to the Plan.

(e) No Fractional Shares. In no event may the Stock Option be exercised for a fraction of a Share.

(f) No Adjustment for Dividends or Other Rights. No adjustment shall be made for cash dividends or other rights for which the record date is prior to the date as of which the issuance or transfer of Shares to the person entitled thereto has been evidenced on the books and records of the Company pursuant to clause (ii) of Section 3(g) hereof following exercise of the Stock Option.

(g) Issuance and Delivery of Shares. As soon as practicable (and, in any event, within 30 days) after the valid exercise of the Stock Option, the Company shall (i) effect the issuance or transfer of the Shares purchased upon such exercise, (ii) cause the issuance or transfer of such Shares to be evidenced on the books and records of the Company, and (iii) cause such Shares to be delivered to a Company-Sponsored Equity Account in the name of the person entitled to such Shares (or, with the Company's consent, such other brokerage account as may be requested by such person); provided, however, that, in the event such Shares are subject to a legend as set forth in Section 14 hereof, the Company shall instead cause a certificate evidencing such Shares and bearing such legend to be delivered to the person entitled thereto.

(h) Partial Exercise. If the Stock Option shall have been exercised with respect to less than all of the Shares purchasable upon exercise of the Stock Option, the Company shall make a notation in its books and records to reflect the partial exercise of the Stock Option and the number of Shares that thereafter remain available for purchase upon exercise of the Stock Option.

4. Termination of Employment.

(a) Cause. In the event that the Holder's employment is terminated by the Company or any of its subsidiaries or affiliates for Cause, as of the date of such termination of employment the Stock Option shall (i) cease to vest, if not then fully vested, (ii) no longer be exercisable, whether or not vested, and (iii) be immediately cancelled.

(b) Without Cause or For Good Reason. In the event that the Holder's employment is terminated by the Company or any of its subsidiaries or affiliates without Cause or by the Holder pursuant to Section 9(b) of the Employment Agreement, the provisions of Section 9(f)(ii) of the Employment Agreement, the terms of which are incorporated by reference, *mutatis mutandis*, and shall apply to the Grant Notice and these Award Terms with the same force and effect as if expressly set forth therein or herein, shall govern the disposition of the Stock Option.

(c) Death or Disability. Unless the Committee determines otherwise, in the event that the Holder dies while employed by the Company or any of its subsidiaries or affiliates or the Holder's employment with the Company or any of its subsidiaries or affiliates is terminated due to the Holder's Disability, the Stock Option shall (i) cease to vest as of the date of the Holder's death or the first date of the Holder's Disability (as determined by the Committee), as the case may be, and (ii) to the extent vested as of the date of the Holder's death or the first date of the Holder's Disability, as the case may be, remain exercisable in accordance with these Award Terms until the earlier of (A) the first anniversary of the date of the Holder's death or termination of employment, as the case may be, and (B) the Expiration Date, after which the

Stock Option shall no longer be exercisable and shall be immediately cancelled. To the extent not vested as of the date of the Holder's death or the first date of the Holder's Disability, as the case may be, the Stock Option shall be immediately cancelled and shall no longer be exercisable.

(d) Other. Unless the Committee determines otherwise, in the event that the Holder's employment is terminated for any reason not addressed by Section 4(a), 4(b) or 4(c) hereof, the Stock Option shall (i) cease to vest, if not then fully vested, (ii) no longer be exercisable, whether or not vested, and (iii) be immediately cancelled.

5. Tax Withholding. The Company shall have the right to require the Holder to satisfy any Withholding Taxes resulting from the exercise (in whole or in part) of the Stock Option, the issuance or transfer of any Shares upon exercise of the Stock Option or otherwise in connection with the Award at the time such Withholding Taxes become due. The Company shall determine the method or methods the Holder may use to satisfy any Withholding Taxes contemplated by this Section 5, which may include any of the following: (a) by delivery to the Company of a bank check or certified check or wire transfer of immediately available funds; (b) if securities of the Company of the same class as the Shares are then traded or quoted on a national securities exchange, the Nasdaq Stock Market, Inc. or a national quotation system sponsored by the National Association of Securities Dealers, Inc., through the delivery of irrevocable written instructions, in a form acceptable to the Company, to the Equity Account Administrator (or, with the Company's consent, such other brokerage firm as may be requested by the person exercising the Stock Option) to sell some or all of the Shares being purchased upon such exercise and to thereafter deliver promptly to the Company from the proceeds of such sale an amount in cash equal to the aggregate amount of such Withholding Taxes; (c) by tendering previously owned shares (valued at their Market Value per Share as of the date of tender); (d) through the withholding of Shares otherwise deliverable upon exercise; or (e) by any combination of (a), (b), (c) or (d) above. Notwithstanding anything to the contrary contained herein, (i) the Company or any of its subsidiaries or affiliates shall have the right to withhold from the Holder's compensation any Withholding Taxes contemplated by this Section 5 and (ii) the Company shall have no obligation to deliver any Shares upon exercise of the Stock Option unless and until all Withholding Taxes contemplated by this Section 5 have been satisfied.

6. Reservation of Shares. The Company shall at all times reserve for issuance or delivery upon exercise of the Stock Option such number of Common Shares as shall be required for issuance or delivery upon exercise thereof.

7. Committee Discretion. Except as may otherwise be provided in the Plan, the Committee shall have sole discretion to (a) interpret any provision of the Plan, the Grant Notice and these Award Terms, (b) make any determinations necessary or advisable for the administration of the Plan and the Award, and (c) waive any conditions or rights of the Company under the Award, the Grant Notice or these Award Terms. Without intending to limit the generality or effect of the foregoing, any decision or determination to be made by the Committee pursuant to these Award Terms, including whether to grant or withhold any consent, shall be made by the Committee in its sole and absolute discretion, subject only to the terms of the Plan. Subject to the terms of the Plan, the Committee may amend the terms of the Award prospectively or retroactively; however, no such amendment may materially and adversely affect the rights of the Holder taken as a whole without the Holder's consent. Without intending to limit the generality or effect of the foregoing, the Committee may amend the terms of the Award (i) in recognition of unusual or nonrecurring events (including, without limitation, events described in

Section 8 hereof) affecting the Company or any of its subsidiaries or affiliates or the financial statements of the Company or any of its subsidiaries or affiliates, (ii) in response to changes in applicable laws, regulations or accounting principles and interpretations thereof, or (iii) to prevent the Award from becoming subject to Section 409A.

8. Adjustments. Notwithstanding anything to the contrary contained herein, pursuant to Section 12 of the Plan, the Committee will make or provide for such adjustments to the Award as are equitably required to prevent dilution or enlargement of the rights of the Holder that would otherwise result from (a) any stock dividend, extraordinary dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, (b) any change of control, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, or issuance of rights or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. Moreover, in the event of any such transaction or event, the Committee, in its discretion, may provide in substitution for the Award such alternative consideration (including, without limitation, cash or other equity awards), if any, as it may determine to be equitable in the circumstances and may require in connection therewith the surrender of the Award.

9. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Stock Option may not be exercised, and the Stock Option and Shares purchasable upon exercise of the Stock Option may not be purchased, sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way, unless such transaction is in compliance with (a) the Securities Act of 1933, as amended, or any comparable federal securities law, and all applicable state securities laws, (b) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (c) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (d) any policy or procedure the Company has adopted with respect to the trading of its securities, in each case as in effect on the date of the intended transaction. The Company is under no obligation to register, qualify or list, or maintain the registration, qualification or listing of, the Stock Option or Shares with the SEC, any state securities commission or any securities exchange, securities association, market system or quotation system to effect such compliance. The Holder shall make such representations and furnish such information as may be appropriate to permit the Company, in light of the then existence or non-existence of an effective registration statement under the Securities Act of 1933, as amended, relating to the Stock Option or Shares, to issue or transfer the Stock Option or Shares in compliance with the provisions of that or any comparable federal securities law and all applicable state securities laws. The Company shall have the right, but not the obligation, to register the issuance or resale of the Stock Option or Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.

10. Transferability. Except as otherwise permitted under the Plan or this Section 10, the Stock Option shall not be transferable by the Holder other than by will or the laws of descent and distribution. Subject to the terms of the Plan, with the Company's consent, the Holder may transfer all or part of the Stock Option for estate planning purposes or pursuant to a domestic relations order; provided, however, that any transferee shall be bound by all of the terms and conditions of the Plan, the Grant Notice and these Award Terms and shall execute an agreement in form and substance satisfactory to the Company in connection with such transfer; and

provided further that the Holder will remain bound by the terms and conditions of the Plan, the Grant Notice and these Award Terms.

11. Employment Violation. In the event of an Employment Violation, the Company shall have the right to require (i) the termination and cancellation of the Stock Option, whether vested or unvested, and (ii) payment by the Holder to the Company of the Recapture Amount with respect to such Employment Violation; provided, however, that, in lieu of payment by the Holder to the Company of the Recapture Amount, the Holder, in his or her discretion, may tender to the Company the Shares acquired upon exercise of the Stock Option during the Look-back Period with respect to such Employment Violation and the Holder shall not be entitled to receive any consideration from the Company in exchange therefor. Any such termination of the Stock Option and payment of the Recapture Amount, as the case may be, shall be in addition to, and not in lieu of, any other right or remedy available to the Company arising out of or in connection with such Employment Violation, including, without limitation, the right to terminate the Holder's employment if not already terminated and to seek injunctive relief and additional monetary damages.

12. Compliance with Applicable Laws and Regulations and Company Policies and Procedures.

(a) The Holder is responsible for complying with (a) any federal, state and local taxation laws applicable to the Holder in connection with the Award, (b) any federal and state securities laws applicable to the Holder in connection with the Award, (c) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (d) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (e) any policy or procedure the Company maintains or may adopt with respect to the trading of its securities.

(b) The Award is subject to the terms and conditions of the Term Sheet, and any Company policies or procedures adopted in connection with the Company's implementation of the Term Sheet, including, without limitation, any policy requiring or permitting the Company to recover any gains realized by the Holder in connection with the Award.

13. Section 409A. As the Exercise Price is equal to the fair market value of a Share on the Date of Grant, payments contemplated with respect to the Award are intended to be exempt from Section 409A, and all provisions of the Plan, the Grant Notice and these Award Terms shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A. Notwithstanding the foregoing, (i) nothing in the Plan, the Grant Notice and these Award Terms shall guarantee that the Award is not subject to taxes or penalties under Section 409A and (ii) if any provision of the Plan, the Grant Notice or these Award Terms would, in the reasonable, good faith judgment of the Company, result or likely result in the imposition on the Holder or any other person of taxes, interest or penalties under Section 409A, the Committee may, in its sole discretion, modify the terms of the Plan, the Grant Notice or these Award Terms, without the consent of the Holder, in the manner that the Committee may reasonably and in good faith determine to be necessary or advisable to avoid the imposition of such taxes, interest or penalties; provided, however, that this Section 13 does not create an obligation on the part of the Committee or the Company to make any such modification.

14. Legend. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any certificate evidencing Shares to bear a legend substantially as follows:

“THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED FOR SALE, SOLD OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE ACT.”

15. No Right to Continued Employment. Nothing contained in the Grant Notice or these Award Terms shall be construed to confer upon the Holder any right to be continued in the employ of the Company or any of its subsidiaries or affiliates or derogate from any right of the Company or any of its subsidiaries or affiliates to retire, request the resignation of, or discharge the Holder at any time, with or without Cause.

16. No Rights as Stockholder. No holder of the Stock Option shall, by virtue of the Grant Notice or these Award Terms, be entitled to any right of a stockholder of the Company, either at law or in equity, and the rights of any such holder are limited to those expressed, and are not enforceable against the Company except to the extent set forth, in the Plan, the Grant Notice and these Award Terms.

17. Severability. In the event that one or more of the provisions of these Award Terms shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

18. Governing Law. To the extent that federal law does not otherwise control, the validity, interpretation, performance and enforcement of the Grant Notice and these Award Terms shall be governed by the laws of the State of Delaware, without giving effect to principles of conflicts of laws thereof.

19. Successors and Assigns. The provisions of the Grant Notice and these Award Terms shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Holder and, to the extent applicable, the Holder’s permitted assigns under Section 3(b) hereof and the Holder’s estate or beneficiary(ies) as determined by will or the laws of descent and distribution.

20. Notices. Any notice or other document which the Holder or the Company may be required or permitted to deliver to the other pursuant to or in connection with the Grant Notice or these Award Terms shall be in writing, and may be delivered personally or by mail, postage prepaid, or overnight courier, addressed as follows: (a) if to the Company, at its office at 3100 Ocean Park Boulevard, Santa Monica, California 90405, Attn: Stock Plan Administration, or such other address as the Company by notice to the Holder may designate in writing from time to time; and (b) if to the Holder, at the address shown in the Employment Agreement or such other address as the Holder by notice to the Company may designate in writing from time to time. Notices shall be effective upon receipt.

21. Conflict with Employment Agreement or Plan. In the event of any conflict between the terms of the Employment Agreement and the terms of the Grant Notice or these Award Terms, the terms of the Grant Notice or these Award Terms, as the case may be, shall control. In the event of any conflict between the terms of the Employment Agreement, the Grant Notice or these Award Terms and the terms of the Plan, the terms of the Plan shall control.

22. Deemed Agreement. By accepting the Award, the Holder is deemed to be bound by the terms and conditions set forth in the Plan, the Grant Notice and these Award Terms.



## AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.

## 2008 INCENTIVE PLAN

## NOTICE OF RESTRICTED SHARE AWARD

You have been awarded Restricted Shares of Activision Blizzard, Inc. (the “Company”), as follows:

- Your name: **Thomas Tippl**
- Total number of Restricted Shares awarded: **150,000**
- Date of Grant: **May 11, 2009**
- Grant ID: **08001708**
- Your Award of Restricted Shares is governed by the terms and conditions set forth in:
  - this Notice of Restricted Share Award;
  - the Restricted Share Award Terms attached hereto as Exhibit A (the “Award Terms”); and
  - the Company’s Amended and Restated 2008 Incentive Plan, the receipt of a copy of which you hereby acknowledge.
- Your Award of Restricted Shares has been made in connection with your employment agreement with the Company or one of its subsidiaries or affiliates as a material inducement to your entering into or renewing employment with such entity pursuant to such agreement, and is also governed by any applicable terms and conditions set forth in such agreement.
- *Schedule for Lapse of Restrictions*: Except as otherwise provided under the Award Terms, the Restrictions on the Restricted Shares awarded to you will lapse as follows, provided you remain continuously employed by the Company or one of its subsidiaries or affiliates through each such date:

| Schedule for Lapse of Restrictions  |  |
|-------------------------------------|--|
| Date on which<br>Restrictions Lapse | No. of Restricted Shares<br>as to which Restrictions Lapse |
| February 15, 2010                   | 30,000   |
| February 15, 2011                   | 30,000   |
| February 15, 2012                   | 30,000   |
| February 15, 2013                   | 30,000   |
| February 15, 2014                   | 30,000   |

- *Please sign and return to the Company this Notice of Restricted Share Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.*
-

- If you wish to make an election to include the value of the Restricted Shares in your taxable income for the current calendar year, you must complete and sign the Section 83(b) Election Form attached hereto as Exhibit B and both (1) file a copy of it with the Internal Revenue Service Center at which you file your federal income tax return and (2) return a copy of it to the Company, in each case no later than the 30<sup>th</sup> day after the Date of Grant.
- ***Please return all items to be returned to the Company to:***

Activision Blizzard, Inc.  
3100 Ocean Park Boulevard  
Santa Monica, CA 90405  
Attn: Stock Plan Administration

You should retain (1) the enclosed duplicate copy of this Notice of Restricted Share Award for your records and (2) if applicable, two copies of your completed Section 83(b) Election Form, (a) one copy of which should be filed with the Internal Revenue Service Center at which you file your federal income tax return no later than 30<sup>th</sup> day after the Date of Grant as described above and (b) one copy of which should be submitted with your federal income tax return for the current calendar year.

Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Award Terms.

**ACTIVISION BLIZZARD, INC.**

/s/ Ann E. Weiser  
Ann E. Weiser  
Chief Human Resources Officer

Date: May 15, 2009

**ACCEPTED AND AGREED:**

/s/ Thomas Tippl  
Thomas Tippl

Date: May 15, 2009

**EXHIBIT A**

**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**

**2008 INCENTIVE PLAN**

**RESTRICTED SHARE AWARD TERMS**

1. Definitions.

(a) For purposes of these Award Terms, the following terms shall have the meanings set forth below:

“**Additional Shares**” means any additional Common Shares issued in respect of Restricted Shares in connection with any adjustment pursuant to Section 10 hereof.

“**Award**” means the award described on the Grant Notice.

“**Cause**” shall have the meaning given to such term in the Employment Agreement.

“**Common Shares**” means the shares of common stock, par value \$0.000001 per share, of the Company or any security into which such Common Shares may be changed by reason of any transaction or event of the type referred to in Section 10 hereof.

“**Company**” means Activision Blizzard, Inc. and any successor thereto.

“**Company Group**” means the Company or any of its subsidiaries or other affiliates.

“**Company-Sponsored Equity Account**” means an account that is created with the Equity Account Administrator in connection with the administration of the Company’s equity plans and programs, including the Plan.

“**Date of Grant**” means the Date of Grant of the Award set forth on the Grant Notice.

“**Disability**” shall have the meaning given to such term in, or otherwise be determined in accordance with, the Employment Agreement.

“**Employment Agreement**” means the employment agreement between the Holder and the Company Group, dated as of September 9, 2005, as amended from time to time.

“**Employment Violation**” means any material breach by Grantee of the Employment Agreement for so long as the terms of the Employment Agreement shall apply to Grantee (with any breach of the post-termination obligations contained therein deemed to be material for purposes of these Award Terms).

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**“Equity Account Administrator”** means the brokerage firm utilized by the Company from time to time to create and administer accounts for participants in the Company’s equity plans and programs, including the Plan.

**“Grantee”** means the recipient of the Award named on the Grant Notice.

**“Grant Notice”** means the Notice of Restricted Share Award to which these Award Terms are attached as Exhibit A.

**“Look-back Period”** means, with respect to any Employment Violation by Grantee, the period beginning on the date which is 12 months prior to the date of such Employment Violation by Grantee and ending on the date of computation of the Recapture Amount with respect to such Employment Violation.

**“Plan”** means the Amended and Restated Activision Blizzard, Inc. 2008 Incentive Plan, as amended from time to time.

**“Recapture Amount”** means, with respect to any Employment Violation by Grantee, the gross gain realized or unrealized by Grantee upon all lapses of the Restrictions during the Look-back Period with respect to such Employment Violation, which gain shall be calculated as the sum of:

- (i) if Grantee has received any Vested Shares during such Look-back Period and sold such Vested Shares, an amount equal to the product of (A) the sales price per Vested Share times (B) the number of such Vested Shares sold at such sales price; plus
- (ii) if Grantee has received any Vested Shares during such Look-back Period and not sold such Vested Shares, an amount equal to the product of (A) the greatest of the following: (1) the Market Value per Share of Common Shares on the date the Restrictions lapsed with respect to such Vested Shares, (2) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of the Company’s written notice of its exercise of its rights under Section 14 hereof, or (3) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of computation, times (B) the number of such Vested Shares which were not sold.

**“Restricted Book Entry”** means a book entry on the Company’s stock register maintained by its transfer agent and registrar, which book entry shall bear a notation regarding the Restrictions as set forth in Section 15(a) hereof and, if appropriate, a notation regarding securities law restrictions as set forth in Section 15(b) hereof.

**“Restricted Shares”** means Common Shares subject to the Award (including any Additional Shares) as to which the Restrictions have not lapsed and which have not been forfeited to the Company in accordance with the Grant Notice and these Award Terms.

**“Restrictions”** means the restrictions set forth in Section 2 hereof.

“**Section 409A**” means Section 409A of the Code and the guidance and regulations promulgated thereunder.

“**Section 83(b) Election**” means an election under Section 83(b) of the Code, or any successor provision thereto, to include the value of the Restricted Shares in taxable income for the calendar year in which the Award is granted.

“**Term Sheet**” means the Corporate Governance Term Sheet approved by the Delaware Court of Chancery in connection with the settlement of *In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV06-4771 MRP (JTLx); *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343.

“**Vested Shares**” means Common Shares subject to the Award (including any Additional Shares) as to which the Restrictions have lapsed in accordance with Section 3 or 4 hereof.

“**Withholding Taxes**” means any taxes, including, but not limited to, social security and Medicare taxes and federal, state and local income taxes, required to be withheld under any applicable law.

(b) Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Plan.

2. Restrictions. None of the Common Shares subject to the Award (including any Additional Shares), or any right or privilege pertaining thereto, may be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way not expressly permitted by these Award Terms, or subjected to execution, attachment or similar process, unless and until such restrictions thereon lapse pursuant to Section 3 or 4 hereof. Any attempt to sell, assign, transfer, pledge, hypothecate or otherwise dispose of or encumber any such Common Shares, or any right or privilege pertaining thereto, in any way not expressly permitted by these Award Terms before such restrictions thereon lapse pursuant to Section 3 or 4 hereof shall be null and void and of no force and effect.

3. Lapse of Restrictions. Except as otherwise set forth in these Award Terms, the Restrictions shall lapse in accordance with the “Schedule for Lapse of Restrictions” set forth on the Grant Notice.

4. Termination of Employment.

(a) Cause. In the event that Grantee’s employment is terminated by the Company or any of its subsidiaries or affiliates for Cause, the provisions of Section 9(f)(i) of the Employment Agreement, the terms of which are incorporated by reference, *mutatis mutandis*, and shall apply to the Grant Notice and these Award Terms with the same force and effect as if expressly set forth therein or herein, shall govern the disposition of the Restricted Shares.

(b) Without Cause or For Good Reason. In the event that Grantee’s employment is terminated by the Company or any of its subsidiaries or affiliates without Cause or by Grantee pursuant to Section 9(b) of the Employment Agreement, the provisions of Section

9(f)(ii) of the Employment Agreement, the terms of which are incorporated by reference, *mutatis mutandis*, shall apply to the Grant Notice and these Award Terms with the same force and effect as if expressly set forth therein or herein, shall govern the disposition of the Restricted Shares.

(c) Death or Disability. Unless the Committee determines otherwise, in the event that Grantee dies while employed by the Company or any of its subsidiaries or affiliates or Grantee's employment with the Company or any of its subsidiaries or affiliates is terminated due to the Holder's Disability, the provisions of Section 9(f)(iii) of the Employment Agreement, the terms of which are incorporated by reference, *mutatis mutandis*, shall apply to the Grant Notice and these Award Terms with the same force and effect as if expressly set forth therein or herein, shall govern the disposition of the Restricted Shares.

(d) Other. Unless the Committee determines otherwise, in the event that Grantee's employment is terminated for any reason not addressed by Section 4(a), 4(b) or 4(c) hereof, as of the date of such termination of employment the Restrictions shall cease to lapse and all Restricted Shares shall immediately be forfeited to the Company without payment of consideration by the Company.

5. Tax Withholding. The Company shall have the right to require Grantee to satisfy any Withholding Taxes resulting from the lapse of the Restrictions, from any Section 83(b) Election or otherwise in connection with the Award at the time such Withholding Taxes become due. The Company shall determine the method or methods Grantee may use to satisfy any Withholding Taxes contemplated by this Section 5, which may include any of the following: (a) by delivery to the Company of a bank check or certified check or wire transfer of immediately available funds; (b) through the delivery of irrevocable written instructions, in a form acceptable to the Company, that the Company withhold Vested Shares otherwise then deliverable having a value equal to the aggregate amount of the Withholding Taxes (valued in the same manner used in computing the amount of such Withholding Taxes); or (c) by any combination of (a) and (b) above. Notwithstanding anything to the contrary contained herein, (i) the Company or any of its subsidiaries or affiliates shall have the right to withhold from Grantee's compensation any Withholding Taxes contemplated by this Section 5 and (ii) the Company shall have no obligation to deliver any Vested Shares unless and until all Withholding Taxes contemplated by this Section 5 have been satisfied.

6. Voting Rights. The holder of the Restricted Shares shall be entitled to the voting privileges associated therewith.

7. Dividends. Any cash dividends declared and paid on the Restricted Shares shall be paid to the holder thereof concurrently with the payment of such dividends to all other record holders of Common Shares.

8. Receipt and Delivery; Removal of Restrictions. Restricted Shares shall be evidenced by a Restricted Book Entry in the name of the holder of the Restricted Shares. Restricted Shares shall become Vested Shares at such time as the Restrictions thereon lapse in accordance with the Grant Notice and these Award Terms. As soon as practicable after the Restrictions on any Restricted Shares lapse, the Company shall cause the legend regarding the Restrictions set forth in Section 16(a) hereof to be removed from the resulting Vested Shares and

cause the resulting Vested Shares to be delivered to a Company-Sponsored Equity Account in the name of the person entitled to such Vested Shares (or, with the Company's consent, such other brokerage account as may be requested by such person); provided, however, that, in the event such Vested Shares are subject to a legend regarding securities law restrictions as set forth in Section 15(b) hereof, the Company shall instead cause a certificate evidencing such Vested Shares and bearing such legend to be delivered to the person entitled thereto.

9. Committee Discretion. Except as may otherwise be provided in the Plan, the Committee shall have sole discretion to (a) interpret any provision of the Plan, the Grant Notice and these Award Terms, (b) make any determinations necessary or advisable for the administration of the Plan and the Award, and (c) waive any conditions or rights of the Company under the Award, the Grant Notice or these Award Terms. Without intending to limit the generality or effect of the foregoing, any decision or determination to be made by the Committee pursuant to these Award Terms, including whether to grant or withhold any consent, shall be made by the Committee in its sole and absolute discretion, subject only to the terms of the Plan. Subject to the terms of the Plan, the Committee may amend the terms of the Award prospectively or retroactively; however, no such amendment may materially and adversely affect the rights of Grantee taken as a whole without Grantee's consent. Without intending to limit the generality or effect of the foregoing, the Committee may amend the terms of the Award (i) in recognition of unusual or nonrecurring events (including, without limitation, events described in Section 10 hereof) affecting the Company or any of its subsidiaries or affiliates or the financial statements of the Company or any of its subsidiaries or affiliates, (ii) in response to changes in applicable laws, regulations or accounting principles and interpretations thereof, or (iii) to prevent the Award from becoming subject to Section 409A.

10. Adjustments. Notwithstanding anything to the contrary contained herein, pursuant to Section 13 of the Plan, the Committee will make or provide for such adjustments to the Award as are equitably required to prevent dilution or enlargement of the rights of Grantee that would otherwise result from (a) any stock dividend, extraordinary dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, (b) any change of control, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, or issuance of rights or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. Moreover, in the event of any such transaction or event, the Committee, in its discretion, may provide in substitution for the Award such alternative consideration (including, without limitation, cash or other equity awards), if any, as it may determine to be equitable in the circumstances and may require in connection therewith the surrender of the Award.

11. Compliance with Applicable Laws and Regulations and Company Policies and Procedures.

(a) Grantee is responsible for complying with (a) any federal, state and local taxation laws applicable to Grantee in connection with the Award, (b) any federal and state securities laws applicable to Grantee in connection with the Award, (c) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (d) any

restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (e) any policy or procedure the Company maintains or may adopt with respect to the trading of its securities.

(b) The Award is subject to the terms and conditions of the Term Sheet, and any Company policies or procedures adopted in connection with the Company's implementation of the Term Sheet, including, without limitation, any policy requiring or permitting the Company to recover any gains realized by Grantee in connection with the Award.

12. Section 409A. Payments contemplated with respect to the Award are intended to be exempt from Section 409A, and all provisions of the Plan, the Grant Notice and these Award Terms shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A. Notwithstanding the foregoing, (i) nothing in the Plan, the Grant Notice and these Award Terms shall guarantee that the Award is not subject to taxes or penalties under Section 409A and (ii) if any provision of the Plan, the Grant Notice or these Award Terms would, in the reasonable, good faith judgment of the Company, result or likely result in the imposition on Grantee or any other person of taxes, interest or penalties under Section 409A, the Committee may, in its sole discretion, modify the terms of the Plan, the Grant Notice or these Award Terms, without the consent of Grantee, in the manner that the Committee may reasonably and in good faith determine to be necessary or advisable to avoid the imposition of such taxes, interest or penalties; provided, however, that this Section 12 does not create an obligation on the part of the Committee or the Company to make any such modification.

13. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Company shall not be obligated to issue or transfer any Restricted Shares or Vested Shares, and no Restricted Shares or Vested Shares may be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way, unless such transaction is in compliance with (a) the Securities Act of 1933, as amended, or any comparable federal securities law, and all applicable state securities laws, (b) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the securities subject to the Award are then traded or quoted, (c) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (d) any policy or procedure the Company has adopted with respect to the trading of its securities, in each case as in effect on the date of the intended transaction. The Company is under no obligation to register, qualify or list, or maintain the registration, qualification or listing of, Restricted Shares or Vested Shares with the SEC, any state securities commission or any securities exchange, securities association, market system or quotation system to effect such compliance. Grantee shall make such representations and furnish such information as may be appropriate to permit the Company, in light of the then existence or non-existence of an effective registration statement under the Securities Act of 1933, as amended, relating to Restricted Shares or Vested Shares, to issue or transfer Restricted Shares or Vested Shares in compliance with the provisions of that or any comparable federal securities law and all applicable state securities laws. The Company shall have the right, but not the obligation, to register the issuance or transfer of Restricted Shares or Vested Shares or resale of Restricted Shares or Vested Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.



14. Transferability. Notwithstanding the Restrictions, with the Company's consent, Grantee may transfer Restricted Shares for estate planning purposes or pursuant to a domestic relations order; provided, however, that any transferee shall be bound by all of the terms and conditions of the Plan, the Grant Notice and these Award Terms and shall execute an agreement in form and substance satisfactory to the Company in connection with such transfer; and provided, further that Grantee will remain bound by the terms and conditions of the Plan, the Grant Notice and these Award Terms.

15. Employment Violation. In the event of an Employment Violation, the Company shall have the right to require (a) the forfeiture by Grantee to the Company of any Restricted Shares and (b) payment by Grantee to the Company of the Recapture Amount with respect to such Employment Violation; provided, however, that, in lieu of payment by Grantee to the Company of the Recapture Amount, Grantee, in his or her discretion, may tender to the Company the Vested Shares acquired during the Look-back Period with respect to such Employment Violation and Grantee shall not be entitled to receive any consideration from the Company in exchange therefor. Any such forfeiture of Restricted Shares and payment of the Recapture Amount, as the case may be, shall be in addition to, and not in lieu of, any other right or remedy available to the Company arising out of or in connection with such Employment Violation, including, without limitation, the right to terminate Grantee's employment if not already terminated and to seek injunctive relief and additional monetary damages.

16. Legends.

(a) Restrictions. The Company shall cause any Restricted Book Entry evidencing the Restricted Shares to bear a notation substantially as follows:

"THE SALE OR TRANSFER OF THE SECURITIES REPRESENTED HEREBY, WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER AS SET FORTH IN THE AMENDED AND RESTATED ACTIVISION BLIZZARD, INC. 2008 INCENTIVE PLAN (THE "PLAN"), AND IN THE ASSOCIATED NOTICE OF RESTRICTED SHARE AWARD, INCLUDING THE RESTRICTED SHARE AWARD TERMS ATTACHED THERETO (THE "AWARD NOTICE"). A COPY OF THE PLAN AND AWARD NOTICE MAY BE OBTAINED FROM ACTIVISION BLIZZARD, INC."

(b) Securities Laws. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any Restricted Book Entry evidencing Restricted Shares or any certificate evidencing Vested Shares to bear a notation or legend, as the case may be, substantially as follows:

"THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED FOR SALE, SOLD OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES

ACT OF 1933, AS AMENDED (THE "ACT"), OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE ACT."

17. No Right to Continued Employment. Nothing contained in the Grant Notice or these Award Terms shall be construed to confer upon Grantee any right to be continued in the employ of the Company or any of its subsidiaries or affiliates or derogate from any right of the Company or any of its subsidiaries or affiliates to retire, request the resignation of, or discharge Grantee at any time, with or without cause.

18. Severability. In the event that one or more of the provisions of these Award Terms shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

19. Governing Law. To the extent that federal law does not otherwise control, the validity, interpretation, performance and enforcement of the Grant Notice and these Award Terms shall be governed by the laws of the State of Delaware, without giving effect to principles of conflicts of laws thereof.

20. Successors and Assigns. The provisions of the Grant Notice and these Award Terms shall be binding upon and inure to the benefit of the Company, its successors and assigns, and Grantee and, to the extent applicable, Grantee's permitted assigns under Section 14 hereof and Grantee's estate or beneficiary(ies) as determined by will or the laws of descent and distribution.

21. Notices. Any notice or other document which Grantee or the Company may be required or permitted to deliver to the other pursuant to or in connection with the Grant Notice or these Award Terms shall be in writing, and may be delivered personally or by mail, postage prepaid, or overnight courier, addressed as follows: (a) if to the Company, at its office at 3100 Ocean Park Boulevard, Santa Monica, California 90405, Attn: Stock Plan Administration, or such other address as the Company by notice to Grantee may designate in writing from time to time; and (b) if to Grantee, at the address shown on the Employment Agreement, or such other address as Grantee by notice to the Company may designate in writing from time to time. Notices shall be effective upon receipt.

22. Conflict with Employment Agreement or Plan. In the event of any conflict between the terms of the Employment Agreement and the terms of the Grant Notice or these Award Terms, the terms of the Grant Notice or these Award Terms, as the case may be, shall control. In the event of any conflict between the terms of the Employment Agreement, the Grant Notice or these Award Terms and the terms of the Plan, the terms of the Plan shall control.

23. Deemed Agreement. By accepting the Award, Grantee is deemed to be bound by the terms and conditions set forth in the Plan, the Grant Notice and these Award Terms.

**EXHIBIT B**

**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**

**2008 INCENTIVE PLAN**

**SECTION 83(b) ELECTION FORM**

**Election to Include Value of Restricted Property in Gross Income  
in Year of Transfer under Internal Revenue Code § 83(b)**

The undersigned (the "Taxpayer") hereby makes an election pursuant to Section 83(b) of the Internal Revenue Code of 1986, as amended, with respect to the property described below and supplies the following information in accordance with the applicable federal income tax regulations:

**1. The name, address and taxpayer identification number of the Taxpayer are:**

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Taxpayer I.D. Number: \_\_\_\_\_

**2. Description of property with respect to which the election is being made:**

150,000 shares of Common Stock, par value \$0.000001 per share, of Activision Blizzard, Inc., a Delaware corporation (the "Company").

**3. Date of transfer; taxable year:** The date on which property was transferred is May 11, 2009. The taxable year to which this election relates is calendar year 2009.

**4. The nature of the restrictions to which the property is subject:** The property is subject to transfer restrictions by virtue of an agreement between the Taxpayer and the Company, and the book entry on the Company's stock register evidencing the property bears a notation to that effect. Except as otherwise described below, the restrictions on the property will lapse as follows:

**Schedule for Lapse of Restrictions**

| <b>Date on which<br/>Restrictions Lapse</b> | <b>Date on which<br/>Restrictions Lapse</b> |
|---|---|
| <b>February 15, 2010</b>                    | <b>February 15, 2010</b>                    |
| <b>February 15, 2011</b>                    | <b>February 15, 2011</b>                    |
| <b>February 15, 2012</b>                    | <b>February 15, 2012</b>                    |
| <b>February 15, 2013</b>                    | <b>February 15, 2013</b>                    |

In the event that Taxpayer's employment is terminated, the disposition of the restricted property will be governed by the Taxpayer's employment agreement with the Company.

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- 5. **Fair market value:** The fair market value at time of transfer (determined without regard to any restrictions other than restrictions which by their terms will never lapse) of the property with respect to which this election is being made is \$[ ] per share.
- 6. **Amount paid for property:** Taxpayer did not pay any cash amount for the property.
- 7. **Furnishing statement to employer:** A copy of this statement has been furnished to the Company.

Dated: \_\_\_\_\_ Signature of Taxpayer \_\_\_\_\_

Instructions for Section 83(b) Election Form

1. The form must be filed with the Internal Revenue Service Center (or other IRS office) at which the Taxpayer files his or her federal income tax return and with the Company, in each case no later than the 30<sup>th</sup> day after the date of grant set forth on the Notice of Restricted Share Award to which this Section 83(b) Election Form is attached as Exhibit B.
2. In addition, the Taxpayer must submit one copy of the form with his or her federal income tax return for the year in which the date of grant occurred.
3. The Section 83(b) election, once made, is irrevocable, unless the Internal Revenue Service consents to the revocation.
4. The Taxpayer must *sign* the form.

## AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.

## 2008 INCENTIVE PLAN

## NOTICE OF PERFORMANCE SHARE AWARD

You have been awarded Performance Shares of Activision Blizzard, Inc. (the "Company"), as follows:

- Your name: **Thomas Tippl**
  - Total number of Performance Shares awarded: **80,000**
  - Date of Grant: **May 11, 2009**
  - Grant ID: **08001709**
  - Your Award of Performance Shares is governed by the terms and conditions set forth in:
    - this Notice of Performance Share Award;
    - the Performance Share Award Terms attached hereto as Exhibit A (the "Award Terms"); and
    - the Company's Amended and Restated 2008 Incentive Plan, the receipt of a copy of which you hereby acknowledge.
  - Your Award of Performance Shares has been made in connection with your employment agreement with the Company or one of its subsidiaries or affiliates as a material inducement to your entering into or renewing employment with such entity pursuant to such agreement, and is also governed by any applicable terms and conditions set forth in such agreement.
  - *Schedule for Lapse of Restrictions:* Except as otherwise provided under the Award Terms, the Restrictions on the Performance Shares awarded to you will lapse in their entirety on February 15, 2010 if the non-GAAP earnings per share of the Company for the year ended December 31, 2009, as reported as such in the press release issued by the Company for that period, is greater than or equal to \$0.68, provided you remain continuously employed by the Company or one of its subsidiaries or affiliates through such date.
  - *Please sign and return to the Company this Notice of Performance Share Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.*
-

- If you wish to make an election to include the value of the Performance Shares in your taxable income for the current calendar year, you must complete and sign the Section 83(b) Election Form attached hereto as Exhibit B and both (1) file a copy of it with the Internal Revenue Service Center at which you file your federal income tax return and (2) return a copy of it to the Company, in each case no later than the 30<sup>th</sup> day after the Date of Grant.
- ***Please return all items to be returned to the Company to:***

Activision Blizzard, Inc.  
3100 Ocean Park Boulevard  
Santa Monica, CA 90405  
Attn: Stock Plan Administration

You should retain (1) the enclosed duplicate copy of this Notice of Performance Share Award for your records and (2) if applicable, two copies of your completed Section 83(b) Election Form, (a) one copy of which should be filed with the Internal Revenue Service Center at which you file your federal income tax return no later than 30<sup>th</sup> day after the Date of Grant as described above and (b) one copy of which should be submitted with your federal income tax return for the current calendar year.

Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Award Terms.

**ACTIVISION BLIZZARD, INC.**

/s/ Ann E. Weiser  
Ann E. Weiser  
Chief Human Resources Officer

Date: May 15, 2009

**ACCEPTED AND AGREED:**

/s/ Thomas Tippl  
Thomas Tippl

Date: May 15, 2009

**EXHIBIT A**

**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**

**2008 INCENTIVE PLAN**

**RESTRICTED SHARE AWARD TERMS**

1. Definitions.

(a) For purposes of these Award Terms, the following terms shall have the meanings set forth below:

**“Additional Shares”** means any additional Common Shares issued in respect of Performance Shares in connection with any adjustment pursuant to Section 10 hereof.

**“Award”** means the award described on the Grant Notice.

**“Common Shares”** means the shares of common stock, par value \$0.000001 per share, of the Company or any security into which such Common Shares may be changed by reason of any transaction or event of the type referred to in Section 10 hereof.

**“Company”** means Activision Blizzard, Inc. and any successor thereto.

**“Company Group”** means the Company or any of its subsidiaries or other affiliates.

**“Company-Sponsored Equity Account”** means an account that is created with the Equity Account Administrator in connection with the administration of the Company’s equity plans and programs, including the Plan.

**“Date of Grant”** means the Date of Grant of the Award set forth on the Grant Notice.

**“Employment Agreement”** means the employment agreement between the Holder and the Company Group, dated as of September 9, 2005, as amended from time to time.

**“Employment Violation”** means any material breach by Grantee of his or her employment agreement with the Company or one of its subsidiaries or affiliates for so long as the terms of such employment agreement shall apply to Grantee (with any breach of the post-termination obligations contained therein deemed to be material for purposes of these Award Terms).

**“Equity Account Administrator”** means the brokerage firm utilized by the Company from time to time to create and administer accounts for participants in the Company’s equity plans and programs, including the Plan.

**“Grantee”** means the recipient of the Award named on the Grant Notice.

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**“Grant Notice”** means the Notice of Performance Share Award to which these Award Terms are attached as Exhibit A.

**“Look-back Period”** means, with respect to any Employment Violation by Grantee, the period beginning on the date which is 12 months prior to the date of such Employment Violation by Grantee and ending on the date of computation of the Recapture Amount with respect to such Employment Violation.

**“Performance Shares”** means Common Shares subject to the Award (including any Additional Shares) as to which the Restrictions have not lapsed and which have not been forfeited to the Company in accordance with the Grant Notice and these Award Terms.

**“Plan”** means the Amended and Restated Activision Blizzard, Inc. 2008 Incentive Plan, as amended from time to time.

**“Recapture Amount”** means, with respect to any Employment Violation by Grantee, the gross gain realized or unrealized by Grantee upon all lapses of the Restrictions during the Look-back Period with respect to such Employment Violation, which gain shall be calculated as the sum of:

(i) if Grantee has received any Vested Shares during such Look-back Period and sold such Vested Shares, an amount equal to the product of (A) the sales price per Vested Share times (B) the number of such Vested Shares sold at such sales price; plus

(ii) if Grantee has received any Vested Shares during such Look-back Period and not sold such Vested Shares, an amount equal to the product of (A) the greatest of the following: (1) the Market Value per Share of Common Shares on the date the Restrictions lapsed with respect to such Vested Shares, (2) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of the Company’s written notice of its exercise of its rights under Section 14 hereof, or (3) the arithmetic average of the per share closing sales prices of Common Shares as reported on NASDAQ for the 30 trading day period ending on the trading day immediately preceding the date of computation, times (B) the number of such Vested Shares which were not sold.

**“Restricted Book Entry”** means a book entry on the Company’s stock register maintained by its transfer agent and registrar, which book entry shall bear a notation regarding the Restrictions as set forth in Section 15(a) hereof and, if appropriate, a notation regarding securities law restrictions as set forth in Section 15(b) hereof.

**“Restrictions”** means the restrictions set forth in Section 2 hereof.

**“Section 409A”** means Section 409A of the Code and the guidance and regulations promulgated thereunder.

**“Section 83(b) Election”** means an election under Section 83(b) of the Code, or any successor provision thereto, to include the value of the Performance Shares in taxable income for the calendar year in which the Award is granted.

**“Term Sheet”** means the Corporate Governance Term Sheet approved by the Delaware Court of Chancery in connection with the settlement of *In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV06-4771 MRP (JTLx); *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343.

**“Vested Shares”** means Common Shares subject to the Award (including any Additional Shares) as to which the Restrictions have lapsed in accordance with Section 3 or 4 hereof.

**“Withholding Taxes”** means any taxes, including, but not limited to, social security and Medicare taxes and federal, state and local income taxes, required to be withheld under any applicable law.

(b) Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Plan.

2. **Restrictions.** None of the Common Shares subject to the Award (including any Additional Shares), or any right or privilege pertaining thereto, may be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way not expressly permitted by these Award Terms, or subjected to execution, attachment or similar process, unless and until such restrictions thereon lapse pursuant to Section 3 or 4 hereof. Any attempt to sell, assign, transfer, pledge, hypothecate or otherwise dispose of or encumber any such Common Shares, or any right or privilege pertaining thereto, in any way not expressly permitted by these Award Terms before such restrictions thereon lapse pursuant to Section 3 or 4 hereof shall be null and void and of no force and effect.

3. **Lapse of Restrictions.** Except as otherwise set forth in these Award Terms, the Restrictions shall lapse in accordance with the “Schedule for Lapse of Restrictions” set forth on the Grant Notice.

4. **Termination of Employment.** In the event that Grantee’s employment is terminated for any reason prior to February 15, 2010, as of the date of such termination of employment the Restrictions shall cease to lapse and all Performance Shares shall immediately be forfeited to the Company without payment of consideration by the Company.

5. **Tax Withholding.** The Company shall have the right to require Grantee to satisfy any Withholding Taxes resulting from the lapse of the Restrictions, from any Section 83(b) Election or otherwise in connection with the Award at the time such Withholding Taxes become due. The Company shall determine the method or methods Grantee may use to satisfy any Withholding Taxes contemplated by this Section 5, which may include any of the following: (a) by delivery to the Company of a bank check or certified check or wire transfer of immediately available funds; (b) through the delivery of irrevocable written instructions, in a form acceptable to the Company, that the Company withhold Vested Shares otherwise then deliverable having a value equal to the aggregate amount of the Withholding Taxes (valued in the same manner used in computing the amount of such Withholding Taxes); or (c) by any combination of (a) and (b) above. Notwithstanding anything to the contrary contained herein, (i) the Company or any of its subsidiaries or affiliates shall have the right to withhold from Grantee’s compensation any

Withholding Taxes contemplated by this Section 5 and (ii) the Company shall have no obligation to deliver any Vested Shares unless and until all Withholding Taxes contemplated by this Section 5 have been satisfied.

6. Voting Rights. The holder of the Performance Shares shall be entitled to the voting privileges associated therewith.

7. Dividends. Any cash dividends declared and paid on the Performance Shares shall be paid to the holder thereof concurrently with the payment of such dividends to all other record holders of Common Shares.

8. Receipt and Delivery; Removal of Restrictions. Performance Shares shall be evidenced by a Restricted Book Entry in the name of the holder of the Performance Shares. Performance Shares shall become Vested Shares at such time as the Restrictions thereon lapse in accordance with the Grant Notice and these Award Terms. As soon as practicable after the Restrictions on any Performance Shares lapse, the Company shall cause the legend regarding the Restrictions set forth in Section 16(a) hereof to be removed from the resulting Vested Shares and cause the resulting Vested Shares to be delivered to a Company-Sponsored Equity Account in the name of the person entitled to such Vested Shares (or, with the Company's consent, such other brokerage account as may be requested by such person); provided, however, that, in the event such Vested Shares are subject to a legend regarding securities law restrictions as set forth in Section 15(b) hereof, the Company shall instead cause a certificate evidencing such Vested Shares and bearing such legend to be delivered to the person entitled thereto.

9. Committee Discretion. Except as may otherwise be provided in the Plan, the Committee shall have sole discretion to (a) interpret any provision of the Plan, the Grant Notice and these Award Terms, (b) make any determinations necessary or advisable for the administration of the Plan and the Award, and (c) waive any conditions or rights of the Company under the Award, the Grant Notice or these Award Terms. Without intending to limit the generality or effect of the foregoing, any decision or determination to be made by the Committee pursuant to these Award Terms, including whether to grant or withhold any consent, shall be made by the Committee in its sole and absolute discretion, subject only to the terms of the Plan. Subject to the terms of the Plan, the Committee may amend the terms of the Award prospectively or retroactively; however, no such amendment may materially and adversely affect the rights of Grantee taken as a whole without Grantee's consent. Without intending to limit the generality or effect of the foregoing, the Committee may amend the terms of the Award (i) in recognition of unusual or nonrecurring events (including, without limitation, events described in Section 10 hereof) affecting the Company or any of its subsidiaries or affiliates or the financial statements of the Company or any of its subsidiaries or affiliates, (ii) in response to changes in applicable laws, regulations or accounting principles and interpretations thereof, or (iii) to prevent the Award from becoming subject to Section 409A.

10. Adjustments. Notwithstanding anything to the contrary contained herein, pursuant to Section 13 of the Plan, the Committee will make or provide for such adjustments to the Award as are equitably required to prevent dilution or enlargement of the rights of Grantee that would otherwise result from (a) any stock dividend, extraordinary dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company,

(b) any change of control, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, or issuance of rights or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. Moreover, in the event of any such transaction or event, the Committee, in its discretion, may provide in substitution for the Award such alternative consideration (including, without limitation, cash or other equity awards), if any, as it may determine to be equitable in the circumstances and may require in connection therewith the surrender of the Award.

11. Compliance with Applicable Laws and Regulations and Company Policies and Procedures.

(a) Grantee is responsible for complying with (a) any federal, state and local taxation laws applicable to Grantee in connection with the Award, (b) any federal and state securities laws applicable to Grantee in connection with the Award, (c) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (d) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (e) any policy or procedure the Company maintains or may adopt with respect to the trading of its securities.

(b) The Award is subject to the terms and conditions of the Term Sheet, and any Company policies or procedures adopted in connection with the Company's implementation of the Term Sheet, including, without limitation, any policy requiring or permitting the Company to recover any gains realized by Grantee in connection with the Award.

12. Section 409A. Payments contemplated with respect to the Award are intended to be exempt from Section 409A, and all provisions of the Plan, the Grant Notice and these Award Terms shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A. Notwithstanding the foregoing, (i) nothing in the Plan, the Grant Notice and these Award Terms shall guarantee that the Award is not subject to taxes or penalties under Section 409A and (ii) if any provision of the Plan, the Grant Notice or these Award Terms would, in the reasonable, good faith judgment of the Company, result or likely result in the imposition on Grantee or any other person of taxes, interest or penalties under Section 409A, the Committee may, in its sole discretion, modify the terms of the Plan, the Grant Notice or these Award Terms, without the consent of Grantee, in the manner that the Committee may reasonably and in good faith determine to be necessary or advisable to avoid the imposition of such taxes, interest or penalties; provided, however, that this Section 12 does not create an obligation on the part of the Committee or the Company to make any such modification.

13. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Company shall not be obligated to issue or transfer any Performance Shares or Vested Shares, and no Performance Shares or Vested Shares may be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way, unless such transaction is in compliance with (a) the Securities Act of 1933, as amended, or any comparable federal securities law, and all applicable state securities laws, (b) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of

the same class as the securities subject to the Award are then traded or quoted, (c) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (d) any policy or procedure the Company has adopted with respect to the trading of its securities, in each case as in effect on the date of the intended transaction. The Company is under no obligation to register, qualify or list, or maintain the registration, qualification or listing of, Performance Shares or Vested Shares with the SEC, any state securities commission or any securities exchange, securities association, market system or quotation system to effect such compliance. Grantee shall make such representations and furnish such information as may be appropriate to permit the Company, in light of the then existence or non-existence of an effective registration statement under the Securities Act of 1933, as amended, relating to Performance Shares or Vested Shares, to issue or transfer Performance Shares or Vested Shares in compliance with the provisions of that or any comparable federal securities law and all applicable state securities laws. The Company shall have the right, but not the obligation, to register the issuance or transfer of Performance Shares or Vested Shares or resale of Performance Shares or Vested Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.

14. Transferability. Notwithstanding the Restrictions, with the Company's consent, Grantee may transfer Performance Shares for estate planning purposes or pursuant to a domestic relations order; provided, however, that any transferee shall be bound by all of the terms and conditions of the Plan, the Grant Notice and these Award Terms and shall execute an agreement in form and substance satisfactory to the Company in connection with such transfer; and provided, further that Grantee will remain bound by the terms and conditions of the Plan, the Grant Notice and these Award Terms.

15. Employment Violation. In the event of an Employment Violation, the Company shall have the right to require (a) the forfeiture by Grantee to the Company of any Performance Shares and (b) payment by Grantee to the Company of the Recapture Amount with respect to such Employment Violation; provided, however, that, in lieu of payment by Grantee to the Company of the Recapture Amount, Grantee, in his or her discretion, may tender to the Company the Vested Shares acquired during the Look-back Period with respect to such Employment Violation and Grantee shall not be entitled to receive any consideration from the Company in exchange therefor. Any such forfeiture of Performance Shares and payment of the Recapture Amount, as the case may be, shall be in addition to, and not in lieu of, any other right or remedy available to the Company arising out of or in connection with such Employment Violation, including, without limitation, the right to terminate Grantee's employment if not already terminated and to seek injunctive relief and additional monetary damages.

16. Legends.

(a) Restrictions. The Company shall cause any Restricted Book Entry evidencing the Performance Shares to bear a notation substantially as follows:

"THE SALE OR TRANSFER OF THE SECURITIES REPRESENTED HEREBY, WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF LAW, IS SUBJECT TO CERTAIN RESTRICTIONS ON TRANSFER AS SET

FORTH IN THE AMENDED AND RESTATED ACTIVISION BLIZZARD, INC. 2008 INCENTIVE PLAN (THE "PLAN"), AND IN THE ASSOCIATED NOTICE OF RESTRICTED SHARE AWARD, INCLUDING THE RESTRICTED SHARE AWARD TERMS ATTACHED THERETO (THE "AWARD NOTICE"). A COPY OF THE PLAN AND AWARD NOTICE MAY BE OBTAINED FROM ACTIVISION BLIZZARD, INC."

(b) Securities Laws. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any Restricted Book Entry evidencing Performance Shares or any certificate evidencing Vested Shares to bear a notation or legend, as the case may be, substantially as follows:

"THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED FOR SALE, SOLD OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE ACT."

17. No Right to Continued Employment. Nothing contained in the Grant Notice or these Award Terms shall be construed to confer upon Grantee any right to be continued in the employ of the Company or any of its subsidiaries or affiliates or derogate from any right of the Company or any of its subsidiaries or affiliates to retire, request the resignation of, or discharge Grantee at any time, with or without cause.

18. Severability. In the event that one or more of the provisions of these Award Terms shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

19. Governing Law. To the extent that federal law does not otherwise control, the validity, interpretation, performance and enforcement of the Grant Notice and these Award Terms shall be governed by the laws of the State of Delaware, without giving effect to principles of conflicts of laws thereof.

20. Successors and Assigns. The provisions of the Grant Notice and these Award Terms shall be binding upon and inure to the benefit of the Company, its successors and assigns, and Grantee and, to the extent applicable, Grantee's permitted assigns under Section 14 hereof and Grantee's estate or beneficiary(ies) as determined by will or the laws of descent and distribution.

21. Notices. Any notice or other document which Grantee or the Company may be required or permitted to deliver to the other pursuant to or in connection with the Grant Notice or these Award Terms shall be in writing, and may be delivered personally or by mail, postage prepaid, or overnight courier, addressed as follows: (a) if to the Company, at its office at 3100

Ocean Park Boulevard, Santa Monica, California 90405, Attn: Stock Plan Administration, or such other address as the Company by notice to Grantee may designate in writing from time to time; and (b) if to Grantee, at the address shown on the Employment Agreement, or such other address as Grantee by notice to the Company may designate in writing from time to time. Notices shall be effective upon receipt.

22. Conflict with Employment Agreement or Plan. In the event of any conflict between the terms of the Employment Agreement and the terms of the Grant Notice or these Award Terms, the terms of the Grant Notice or these Award Terms, as the case may be, shall control. In the event of any conflict between the terms of the Employment Agreement, the Grant Notice or these Award Terms and the terms of the Plan, the terms of the Plan shall control.

23. Deemed Agreement. By accepting the Award, Grantee is deemed to be bound by the terms and conditions set forth in the Plan, the Grant Notice and these Award Terms.

**EXHIBIT B**

**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**

**2008 INCENTIVE PLAN**

**SECTION 83(b) ELECTION FORM**

**Election to Include Value of Restricted Property in Gross Income  
in Year of Transfer under Internal Revenue Code § 83(b)**

The undersigned (the "Taxpayer") hereby makes an election pursuant to Section 83(b) of the Internal Revenue Code of 1986, as amended, with respect to the property described below and supplies the following information in accordance with the applicable federal income tax regulations:

**1. The name, address and taxpayer identification number of the Taxpayer are:**

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Taxpayer I.D. Number: \_\_\_\_\_

**2. Description of property with respect to which the election is being made:** 80,000 shares of Common Stock, par value \$0.000001 per share, of Activision Blizzard, Inc., a Delaware corporation (the "Company").

**3. Date of transfer; taxable year:** The date on which property was transferred is May 11, 2009. The taxable year to which this election relates is calendar year 2009.

**4. The nature of the restrictions to which the property is subject:** The property is subject to transfer restrictions by virtue of an agreement between the Taxpayer and the Company, and the book entry on the Company's stock register evidencing the property bears a notation to that effect. Except as otherwise described below, the restrictions on the property will lapse in their entirety on February 15, 2010 if the non-GAAP earnings per share of the Company for the year ended December 31, 2009, as reported as such in the press release issued by the Company for that period, is greater than or equal to \$0.68. In the event that Taxpayer's employment is terminated for cause and, unless the Company decides otherwise, in the event that Taxpayer's employment is terminated for any other reason, as of the date of such termination of employment the restrictions will cease to lapse and all restricted property will immediately be forfeited to the Company without payment of consideration by the Company.

**5. Fair market value:** The fair market value at time of transfer (determined without regard to any restrictions other than restrictions which by their terms will never lapse) of the property with respect to which this election is being made is \$[ ] per share.

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- 6. **Amount paid for property:** Taxpayer did not pay any cash amount for the property.
- 7. **Furnishing statement to employer:** A copy of this statement has been furnished to the Company.

Dated: \_\_\_\_\_ Signature of Taxpayer \_\_\_\_\_

Instructions for Section 83(b) Election Form

1. The form must be filed with the Internal Revenue Service Center (or other IRS office) at which the Taxpayer files his or her federal income tax return and with the Company, in each case no later than the 30<sup>th</sup> day after the date of grant set forth on the Notice of Performance Share Award to which this Section 83(b) Election Form is attached as Exhibit B.
2. In addition, the Taxpayer must submit one copy of the form with his or her federal income tax return for the year in which the date of grant occurred.
3. The Section 83(b) election, once made, is irrevocable, unless the Internal Revenue Service consents to the revocation.
4. The Taxpayer must *sign* the form.

Adopted by the Board of Directors on June 5, 2009

**Activision Blizzard, Inc.****Non-Affiliated Director Compensation Program and****Director Stock Ownership Guidelines****Non-Affiliated Director**

For purposes of this program, a “*Non-Affiliated Director*” is any director of the Company that is not also (i) an employee of the Company or any of its subsidiaries or (ii) an employee of a majority shareholder or any of its controlled affiliates.

**Cash Compensation****Annual Retainers:**

- Board Member - \$50,000
- Chairman of the Audit Committee - \$25,000
- Chairman of the Compensation Committee - \$20,000
- Chairman of the Nominating and Corporate Governance Committee - \$15,000
- Audit Committee Member - \$10,000
- Compensation Committee Member - \$5,000
- Nominating and Corporate Governance Committee Member - \$5,000

**Meeting Fees:**

- For each board or committee meeting attended in person or by telephone - \$3,000

**Special Assignment Fees**

- Per day for special assignments required in connection with board duties (including, without limitation, litigation-related matters, but excluding days on which a director is required to travel to attend meetings) - \$5,000

**Payment Terms**

- All cash retainers will generally be paid in arrears in equal quarterly installments no later than the 60<sup>th</sup> day following the last date of the applicable quarter; *provided, however*, that in no event shall fees be paid later than the date that is 2½ months following the last date of the Company’s fiscal year for which the retainer relates.
- Meeting Fees and Special Assignment Fees will generally be paid in arrears in equal quarterly installments no later than the 60<sup>th</sup> day following the last date of the applicable quarter; *provided, however*, that in no event shall fees be paid later than the date that is 2½ months following the last date of the Company’s fiscal year for which the retainer relates.
- Fees will be prorated for partial years of service, with partial months of service credited for full months.

**Stock Options****New Appointment/Election Option Grant**

- Each newly elected or appointed Non-Affiliated Director will receive a grant of 40,000 stock options upon initial election or appointment to the Board.

#### **Annual Option Grant**

- Each Non-Affiliated Director will receive an annual grant of 20,000 stock options annually upon re-election to the Board.

#### **Tenth Year Option Grant**

- In the year that a Non-Affiliated Director completes ten continuous years of service on the Board, the director will receive a grant of 40,000 stock options.
- The tenth year grant is in lieu of the annual grant for the applicable year.

#### **Grant Date**

- Option grants will be made three business days following the date of the first board meeting immediately following the annual meeting of stockholders.
- The exercise price of the options will equal the closing price of the Company's common stock as quoted on the NASDAQ National Market on the date of grant.

#### **Vesting**

- All option grants will vest ratably every three months over the one-year period from the date of grant.
- Initial and "Tenth-Year" option grants will vest ratably every three months over the two-year period from the date of grant.
- A director must be in continuous active service on each applicable vesting date and vesting will cease upon a termination of service; *provided, however*, that vesting will accelerate upon a director's death or termination due to Disability (as defined in Section 22(e)(3) of the Internal Revenue Code)

#### **Term**

- Options will expire on the 10<sup>th</sup> anniversary of the date of grant.
- For so long as director remains in continuous service, all options may be exercised by the director through the 10<sup>th</sup> anniversary of grant.
- Upon a cessation of service for any reason other than for cause, vested options will remain exercisable until the earlier of (i) the 1<sup>st</sup> anniversary of the date of death or cessation of service and (ii) the 10<sup>th</sup> anniversary of grant.

#### **Change of Control**

- In the event that the director ceases to serve as a member of the Board of Directors pursuant to the terms of any business combination or similar transaction involving the Company, the options will immediately vest and will remain exercisable until the earlier of (i) the 1<sup>st</sup> anniversary of the date of the director's cessation of service and (ii) the original expiration date.

#### **Award Agreement**

- Options will be granted pursuant to the Company's 2008 Incentive Plan and will be subject to the terms of the applicable Non-Affiliated Director stock option agreement as in effect at the time of grant.

## Restricted Stock Units

### New Appointment/Election RSU Grant

- Each newly elected or appointed Non-Affiliated Director will receive a grant of 20,000 RSUs upon initial election or appointment to the Board.

### Annual RSU Grant

- Each Non-Affiliated Director will receive an annual grant of 10,000 RSUs annually upon re-election to the Board.

### Tenth Year RSU Grant

- In the year that a Non-Affiliated Director completes 10 continuous years of service on the Board, the director will receive a grant of 20,000 RSUs.
- The tenth year grant is in lieu of the annual grant for the applicable year.

### Grant Date

- RSU grants will be made three business days following the date of the first Board meeting immediately following the annual meeting of stockholders.

### Vesting

- All annual RSUs will vest ratably every three months over the one-year period from the date of grant.
- Initial and “Tenth-Year” RSU grants will vest ratably every three months over the two-year period from the date of grant.
- A director must be in continuous active service on each applicable vesting date.
- Vesting will accelerate on the date of a director’s cessation of service due to death or Disability.

### Settlement

- Vested RSUs will settle for shares of the Company’s common stock no later than 30 days following the 1<sup>st</sup> anniversary of the grant date.
- 50% percent of the Initial and “Tenth-Year” RSU grants will settle no later than 30 days following each of the 1<sup>st</sup> and 2<sup>nd</sup> anniversaries of the date of grant, to the extent vested.

### Change of Control

- In the event that the director ceases to serve as a member of the Board of Directors pursuant to the terms of any business combination or similar transaction involving the Company, the RSUs will immediately vest and settle as of the date on which the business combination or similar transaction is consummated.

### Dividend Equivalents

- To the extent dividends are paid on the Company’s common stock, dividend equivalents will be paid on RSUs prior to settlement, no later than the 45<sup>th</sup> date following the last date of the Company’s fiscal year in which the dividends are paid.

### **Award Agreement**

- RSUs will be granted pursuant to the Company's 2008 Incentive Plan and will be subject to the terms of the applicable Non-Affiliated Director stock RSU agreement as in effect at the time of grant.

### **Expenses**

Directors receive reimbursement of business and travel expenses from time to time in accordance with Company policy.

### **Perquisites**

Directors do not receive perquisites.

### **Affiliated Directors**

- Directors who are employees of the Company or any of its subsidiaries will not be entitled to compensation as a director.
- Unless otherwise determined by the Board of Directors or set forth in the Company's bylaws, directors who are employees of a majority shareholder or any of its controlled affiliates will not be entitled to compensation as a director.

### **Plan Administration**

The human resources and the legal departments will administer the Non-Affiliated Directors' compensation program.

### **Director Stock Ownership Guidelines**

- Each Director is required, within four years following his or her first election to the Board, to own shares of the Company's common stock (including any restricted shares of common stock or restricted share units) having an aggregate value at least equal to three times the amount of the annual cash retainer that we then pay such director for service on the Board.
- For purposes of determining compliance with the share ownership guidelines, the aggregate value of the shares owned by the director is calculated as of January 2nd of each applicable year (or if such date is not a trading date, the next trading date) based on the higher of:
  - the closing price of the Company's common stock as quoted on the NASDAQ National Market on that day; and
  - the closing price of the Company's common stock as quoted on the NASDAQ National Market on the date of grant (or if such date is not a trading date, the next trading date), for any shares awarded to the director by the Company, and the actual cost to the director, for any other shares.
- Directors are subject to these guidelines for as long as they continue to serve on the Board.

AMENDMENT #1 TO EMPLOYMENT AGREEMENT

Ron Doornink

This Amendment #2 to Employment Agreement (this “**Amendment #1**”) is entered into on June 9, 2009, by and between Ron Doornink (“**You or Employee**”) and Activision Publishing, Inc. (“**Employer**”). All capitalized terms shall have the same meaning set forth in the Employment Agreement (as defined below).

**RECITALS:**

Employee and Employer entered into an Employment Agreement dated as of July 8, 2008, as amended (the “**Agreement**”).

The original Expiration Date of the Agreement as set forth therein is June 30, 2009.

For consideration described below, the sufficiency and adequacy of which is hereby acknowledged, Employer and Employee desire to extend the Expiration Date of the Agreement and otherwise amend the Agreement in certain respects as set forth herein below.

All capitalized terms set forth in the Agreement shall retain the meaning ascribed to them therein except that the term “Activision” throughout the Agreement shall mean Activision Blizzard, Inc. a Delaware corporation and a company that owns 100% ownership of Employer (“Activision-Blizzard”).

**AGREEMENT:**

The parties hereby agree to amend the terms of the Employment Agreement as follows:

**Term:** The parties acknowledge that the Agreement shall be automatically extended by a term of one (1) year as set forth in Paragraph 1(a). Accordingly, the Agreement shall end on June 30, 2011.

**Compensation:** Your Base Salary shall remain \$250,000.

In addition, subject to the approval of the Compensation Committee, you will also receive a new restricted stock grant (the “New Grant”) of **10,000** shares of Activision-Blizzard’s common stock (the “New Restricted Shares”), which Restricted Shares will vest ratably every three months over the one year period from the date of the grants, subject to your remaining employed through each vesting date, and will settle during the calendar year in which vesting occurs. Employee acknowledges that the grant of the New Restricted Shares is expressly conditioned upon approval by the Compensation Committee, and that the Compensation Committee has discretion to approve or disapprove the grant of the New Restricted Shares and/or to determine and make modifications to the terms of the New Restricted Shares. The New Restricted Shares shall be subject to all terms of the equity incentive plan pursuant to which it is granted and Activision Blizzard’s standard forms of award agreement.

Except as specifically set forth in this Amendment #1, the Agreement shall remain unmodified and in full force and effect. If any term or provision of the Employment Agreement is contradictory to, or inconsistent with, any term or provision of this Amendment #1, then the terms and provisions of this Amendment #1 shall in all events control.

**AGREED AND ACCEPTED:**

**Employee:**

/s/ Ronald Doomink  
Ron Doomink  
Date: 5/25/09

**Employer:**  
**Activision Publishing, Inc.**

/s/ George L. Rose  
Name: George L. Rose  
Title: Chief Legal Officer  
Date: 6/9/09



**CERTIFICATION**

I, Robert A. Kotick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Activision Blizzard, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, at the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2009

*/s/ Robert A. Kotick*

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Robert A. Kotick  
President and Chief Executive Officer of  
Activision Blizzard, Inc.

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**CERTIFICATION**

I, Thomas Tippel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Activision Blizzard, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, at the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2009

*/s/ Thomas Tippel*

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Thomas Tippel  
Chief Corporate Officer and Chief Financial Officer,  
Principal Financial and Accounting Officer of  
Activision Blizzard, Inc.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Activision Blizzard, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert A. Kotick, President and Chief Executive Officer of the Company, certify, to my knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2009

/s/ Robert A. Kotick  
Robert A. Kotick  
President and Chief Executive Officer of  
Activision Blizzard, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Activision Blizzard, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas Tippl, Chief Corporate Officer and Chief Financial Officer, Principal Financial and Accounting Officer of the Company, certify, to my knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2009

/s/ Thomas Tippl

Thomas Tippl

Chief Corporate Officer and Chief Financial Officer,  
Principal Financial and Accounting Officer of Activision Blizzard, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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