

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ACTIVISION BLIZZARD, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

95-4803544
(I.R.S. Employer
Identification No.)

**3100 Ocean Park Boulevard
Santa Monica, California 90405**
(Address of principal executive offices)

ACTIVISION BLIZZARD, INC. 2008 INCENTIVE PLAN
(Full title of the plan)

Chris B. Walther
Chief Legal Officer
Activision Blizzard, Inc.
3100 Ocean Park Boulevard
Santa Monica, California 90405
(Name and address of agent for service)

(310) 255-2000
(Telephone number, including area code,
of agent for service)

with copy to:

Arthur H. Kohn, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006

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 definitions of "accelerated filer," "large accelerated filer," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x

Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.000001 per share	56,100,508	\$ 10.69	\$ 599,714,430.52	\$ 42,759.64

(1) Represents shares issuable pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (the "Plan"). Pursuant to Rule 416, there are also registered hereunder such indeterminate number of additional shares as may become available for issuance pursuant to the Plan as a result of the antidilution provisions contained therein.

(2) The registration fee with respect to these shares has been computed in accordance with paragraphs (c) and (h) of Rule 457, based upon the average of the daily high and low prices of shares of the common stock on June 2, 2010, as reported by The Nasdaq Stock Market, Inc.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed by Activision Blizzard, Inc. (the "Company") pursuant to General Instruction E to Form S-8 to register 56,100,508 additional shares of the Company's common stock, par value \$0.000001 per share, issuable pursuant to the Plan, which are the same class as the securities for which the registration statement on Form S-8 (Registration No. 333-165123) was filed. Pursuant to General Instruction E to Form S-8, the contents of the registration statement on Form S-8 (Registration No. 333-165123) filed by the Company on March 1, 2010 are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth in this registration statement on Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following is a list of all exhibits filed as a part of this registration statement on Form S-8, including those incorporated herein by reference.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	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).
4.2	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).
4.3	Amended and Restated By-Laws of Activision Blizzard, Inc., as amended and restated as of February 2, 2010 (incorporated by reference to Exhibit 3.1 of the Company's Form 8-K, filed February 5, 2010).
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP.
23.1	Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP.
23.2	Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP.
23.3	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1).
24.1	Power of attorney of each of Robert A. Kotick, Thomas Tippl, Philippe G. H. Capron, Robert J. Corti, Frédéric R. Crépin, Jean-Bernard Lévy, Robert J. Morgado, Douglas P. Morris, Stéphane Roussel and Régis Turrini (included in the signature pages hereto).
24.2	Power of attorney of Brian G. Kelly.
24.3	Power of attorney of Richard Sarnoff.
99.1	Activision Blizzard, Inc. Amended and Restated 2008 Incentive Plan, as amended (incorporated by reference to Appendix A of the Company's Definitive Proxy Statement on Schedule 14A, filed April 20, 2010).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on this 2nd day of June, 2010.

ACTIVISION BLIZZARD, INC.

By: /s/ Chris B. Walther
Chris B. Walther
Chief Legal Officer, Activision Blizzard, Inc.

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Chris B. Walther as attorney-in-fact and agent, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection with the registration statement, with the Commission, granting to this attorney-in-fact and agent full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Robert A. Kotick</u> Robert A. Kotick	President and Chief Executive Officer (Principal Executive Officer) and Director	June 2, 2010

<u>/s/ Thomas Tippl</u> Thomas Tippl	Chief Operating Officer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 2, 2010
<u>/s/ Philippe G. H. Capron</u> Philippe G. H. Capron	Director	June 3, 2010
<u>/s/ Robert J. Corti</u> Robert J. Corti	Director	June 3, 2010
<u>/s/ Frédéric R. Crépin</u> Frédéric R. Crépin	Director	June 3, 2010
<u>/s/ Brian G. Kelly</u> Brian G. Kelly*	Co-Chairman and Director	June 2, 2010
<u>/s/ Jean-Bernard Lévy</u> Jean-Bernard Lévy	Chairman and Director	June 4, 2010
<u>/s/ Robert J. Morgado</u> Robert J. Morgado	Director	June 3, 2010

* Per separately executed power of attorney.

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<u>/s/ Douglas P. Morris</u> Douglas P. Morris	Director	June 3, 2010
<u>/s/ Stéphane Roussel</u> Stéphane Roussel	Director	June 3, 2010
<u>/s/ Richard Sarnoff</u> Richard Sarnoff*	Director	June 2, 2010
<u>/s/ Régis Turrini</u> Régis Turrini	Director	June 3, 2010

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INDEX TO EXHIBITS

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CLEARY GOTTLIB STEEN & HAMILTON LLP

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JANET L. FISHER	LISA M. SCHWEITZER	REBECCA COVIELLO

Writer's Direct Dial: (212) 225-2920
E-Mail: akohn@cgsh.com

June 9, 2010

Activision Blizzard, Inc.
3100 Ocean Park Boulevard
Santa Monica, California 90405

Re: Activision Blizzard, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Activision Blizzard, Inc., a Delaware corporation (the "Company"), in connection with a registration statement on Form S-8 (the "Registration Statement") to be filed today with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Act"), for the registration of 56,100,508 shares of the Company's common stock, par value \$0.000001 per share (the "Shares"), to be issued under the Company's 2008 Incentive Plan (the "Plan").

We have participated in the preparation of the Registration Statement and have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below. We have further received a letter dated June 9, 2010 from Chris B. Walther, Chief Legal Officer of the Company, representing to us that the Company has available for issuance a sufficient number of authorized shares to deliver the Shares under the Plan, and are relying on such representation.

In rendering the opinions expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents

submitted to us as copies. In addition, we have assumed and have not verified the accuracy as to factual matters of each document we have reviewed.

Based on the foregoing, and subject to the further assumptions and qualifications set forth below, it is our opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, when issued in accordance with the terms of the Plan, at prices in excess of the par value thereof, will be validly issued, fully paid and nonassessable.

The foregoing opinions are limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are "experts" within the meaning of the Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this exhibit.

Very truly yours,

CLEARY GOTTLIB STEEN & HAMILTON LLP

By: /s/ ARTHUR H. KOHN
Arthur H. Kohn, a partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2010 relating to the consolidated financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in Activision Blizzard, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California
June 9, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2008 Incentive Plan of Activision Blizzard, Inc. of our report dated November 5, 2008, with respect to the consolidated financial statements and financial statement schedule of Vivendi Games, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2009, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Los Angeles, California
June 9, 2010

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Chris B. Walther, as his or her true and lawful agent, with power to act separately and with full and unqualified authority to delegate any or all of the powers granted herein to any person or persons selected by said agent, to execute in his or her name, place, and stead in capacity as a director of Activision Blizzard, Inc., a Delaware corporation (the "Company"), any and all amendments, including post-effective amendments, to the Company's registration statement on Form S-8 to be filed on or around June 3, 2010, and other documents in connection with that registration statement, with the Securities and Exchange Commission, and any other act required to be done in connection with the registration of the Company's securities on that Form S-8 in accordance with the Securities Act of 1933, hereby ratifying and confirming all that said agent, or any person or persons to whom said agent(s) have delegated the foregoing powers, may do or cause to be done by virtue hereof.

This power of attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. Except as otherwise specifically provided herein, the power of attorney granted herein shall not in any manner revoke in whole or in part any power of attorney that each person whose signature appears below has previously executed. This power of attorney shall not be revoked by any subsequent power of attorney each person whose signature appears below may execute, unless such subsequent power specifically refers to this power of attorney or specifically states that the instrument is intended to revoke all prior general powers of attorney or all prior powers of attorney.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statements below are required under the New York General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

1

You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly.

Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us.

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

IMPORTANT INFORMATION FOR THE AGENT: When you accept the authority granted under this Power of Attorney, a special legal relationship is created between you and the principal. This relationship imposes on you legal responsibilities that continue until you resign or the Power of Attorney is terminated or revoked. You must:

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record or all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Chris B. Walther, as his or her true and lawful agent, with power to act separately and with full and unqualified authority to delegate any or all of the powers granted herein to any person or persons selected by said agent, to execute in his or her name, place, and stead in capacity as a director of Activision Blizzard, Inc., a Delaware corporation (the "Company"), any and all amendments, including post-effective amendments, to the Company's registration statement on Form S-8 to be filed on or around June 3, 2010, and other documents in connection with that registration statement, with the Securities and Exchange Commission, and any other act required to be done in connection with the registration of the Company's securities on that Form S-8 in accordance with the Securities Act of 1933, hereby ratifying and confirming all that said agent, or any person or persons to whom said agent(s) have delegated the foregoing powers, may do or cause to be done by virtue hereof.

This power of attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. Except as otherwise specifically provided herein, the power of attorney granted herein shall not in any manner revoke in whole or in part any power of attorney that each person whose signature appears below has previously executed. This power of attorney shall not be revoked by any subsequent power of attorney each person whose signature appears below may execute, unless such subsequent power specifically refers to this power of attorney or specifically states that the instrument is intended to revoke all prior general powers of attorney or all prior powers of attorney.

The "CAUTION TO THE PRINCIPAL" and "IMPORTANT INFORMATION FOR THE AGENT" statements below are required under the New York General Obligations Law. Notwithstanding anything to the contrary contained therein, this Power of Attorney is limited to the powers granted as described above and DOES NOT grant the attorneys-in-fact and agents the authority to spend the undersigned's money or sell or dispose of the undersigned's property.

CAUTION TO THE PRINCIPAL: Your Power of Attorney is an important document. As the "principal," you give the person whom you choose (your "agent") authority to spend your money and sell or dispose of your property during your lifetime without telling you. You do not lose your authority to act even though you have given your agent similar authority.

When your agent exercises this authority, he or she must act according to any instructions you have provided or, where there are no specific instructions, in your best interest. "Important Information for the Agent" at the end of this document describes your agent's responsibilities.

Your agent can act on your behalf only after signing the Power of Attorney before a notary public.

You can request information from your agent at any time. If you are revoking a prior Power of Attorney by executing this Power of Attorney, you should provide written notice of the revocation to your prior agent(s) and to the financial institutions where your accounts are located.

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You can revoke or terminate your Power of Attorney at any time for any reason as long as you are of sound mind. If you are no longer of sound mind, a court can remove an agent for acting improperly.

Your agent cannot make health care decisions for you. You may execute a "Health Care Proxy" to do this.

The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Title 15. This law is available at a law library, or online through the New York State Senate or Assembly websites, www.senate.state.ny.us or www.assembly.state.ny.us.

If there is anything about this document that you do not understand, you should ask a lawyer of your own choosing to explain it to you.

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- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record or all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as "agent" in either of the following manner: (Principal's Name) by (Your Signature) as Agent, or (your signature) as Agent for (Principal's Name).

You may not use the principal's assets to benefit yourself or give major gifts to yourself or anyone else unless the principal has specifically granted you that authority in this Power of Attorney or in a Statutory Major Gifts Rider attached to this Power of Attorney. If you have that authority, you must act according to any instructions of the principal or, where there are no such instructions, in the principal's best interest. You may resign by giving written notice to the principal and to any co-agent, successor agent, monitor if one has been named in this document, or the principal's guardian if one has been appointed. If there is anything about this document or your responsibilities that you do not understand, you should seek legal advice.

Liability of agent:

The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the law or acted outside the

authority granted to you in the Power of Attorney, you may be liable under the law for your violation.

[Signature Pages Follow]

SIGNATURE OF PRINCIPAL AND ACKNOWLEDGEMENT:

In Witness Whereof I have hereunto signed my name on on June 2, 2010.

/S/ Richard Sarnoff
Richard Sarnoff

Director
[Title]

State of New York)

County of New York) ss.:

On the 2nd day of June in the year before me, the undersigned, personally appeared Richard Sarnoff, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

/S/ Samantha L. Lawrence, Notary Public, State of New York, Commission #01LA6198891

Signature and Office of individual taking acknowledgment

SIGNATURE OF AGENT AND ACKNOWLEDGEMENT:

In Witness Whereof I have hereunto signed my name on June 4, 2010.

/S/ Chris B. Walther
Chris B. Walther

Chief Legal Officer, Activision Blizzard, Inc.

State of California)

County of Los Angeles) ss.:

On the 4th day of June in the year before me, the undersigned, personally appeared Chris B. Walther, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

/S/ Irene R. Hooks, Notary Public, State of California, Commission #1776570

Signature and Office of individual taking acknowledgment

Power of Attorney