

Activision Blizzard, Inc.  
Form SC 13G  
June 23, 2016

**Securities and Exchange Commission**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. \_\_\_\_\_)\*

**ACTIVISION BLIZZARD, INC.**

(Name of Issuer)

**COMMON STOCK, \$0.000001 PAR VALUE**

(Title of Class of Securities)

**00507V109**

(CUSIP Number)

**June 13, 2016**

(Date of Event Which Requires Filing this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

**\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.**

**The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).**

**SCHEDULE 13G**

**CUSIP No. Page 2 of 5 Pages**  
**00507V109**

**Name of Reporting  
Persons**

**1.**

THL A19 Limited

**2.**

Check  
the  
Appropriate  
Box(a) o  
if a (b) o  
Member  
of a  
Group

**3.**

**SEC Use Only  
Citizenship or Place  
of Organization**

**4.**

British Virgin Islands

**Sole Voting Power**

**Number of**

**5.**

0 shares

**Shares**

**Shared Voting  
Power**

**Beneficially**

**Owned by**

**6.**

37,084,743 shares

**Each**

**Reporting**

**7. Sole Dispositive  
Power**

**Person**

**With**

0 shares

**Shared Dispositive  
Power**

8.

37,084,743 shares

**Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person**

9.

37,084,743 shares

10.

**Check if the  
Aggregate Amount in  
Row (9) Excludes  
Certain Shares** ..

**Percent of Class  
Represented by  
Amount in Row 9**

11.

5.023% (Based on  
738,227,641 shares of  
Common Stock  
outstanding as of June  
17, 2016)

**Type of Reporting  
Person**

12.

CO

**SCHEDULE 13G**

**CUSIP No. Page 3 of 5 Pages**  
**00507V109**

**Name of Reporting  
Persons**

**1.**                   Tencent Holdings  
                          Limited

**2.**                   **Check  
the  
Appropriate  
Box(a)   
if a (b)   
Member  
of a  
Group**

**3.**                   **SEC Use Only  
Citizenship or Place  
of Organization**

**4.**                   Cayman Islands

**Sole Voting Power**

**Number of**       **5.**  
**Shares**            0 shares

**Beneficially**    **Shared Voting  
Power**

**Owned by**       **6.**  
**Each**             37,084,743 shares

**Reporting**       **7. Sole Dispositive  
Person**           **Power**

**With**

0 shares

**Shared Dispositive  
Power**

**8.**

37,084,743 shares

**Aggregate Amount  
Beneficially Owned  
by Each Reporting  
Person**

**9.**

37,084,743 shares

**10.**

**Check if the  
Aggregate Amount in  
Row (9) Excludes  
Certain Shares** ..

**Percent of Class  
Represented by  
Amount in Row 9**

**11.**

5.023% (Based on  
738,227,641 shares of  
Common Stock  
outstanding as of June  
17, 2016)

**Type of Reporting  
Person**

**12.**

CO

**SCHEDULE 13G**

**CUSIP No. 00507V109 Page 4 of 5 Pages**

**Item 1(a). Name of Issuer:**

ACTIVISION BLIZZARD, INC.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

3100 Ocean Park Boulevard, Santa Monica, California 90405

**Item 2(a). Names of Persons Filing:**

THL A19 Limited

Tencent Holdings Limited

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

For both THL A19 Limited and Tencent Holdings Limited:

Level 29, Three Pacific Place

1 Queen's Road East

Wanchai, Hong Kong

**Item 2(c). Citizenship:**

THL A19 Limited: British Virgin Islands

Tencent Holdings Limited: Cayman Islands

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:**

00507V109

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or Rule 13d-2(b) or (c), check whether the person is a:**

- (a) "Broker or Dealer registered under Section 15 of the Exchange Act.
- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) "Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
- (d) "Investment Company registered under Section 8 of the Investment Company Act.
- (e) "Investment Adviser, in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) "An employee benefit plan or endowment fund, in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) "Parent Holding Company or control person, in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) "

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A church plan that is excluded from the definition of an Investment Company under Section 3(c)(14) of the Investment Company Act of 1940.

(j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

(k)"Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

**Item 4. Ownership:**

Items 5 through 9 and 11 on each of pages 2 through 3 is incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.



**SCHEDULE 13G**

**CUSIP No. 00507V109 Page 5 of 5 Pages**

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 22nd, 2016

THL A19 Limited

By: /s/ James Mitchell  
Name: James Mitchell  
Title: Authorized Representative

Tencent Holdings Limited

By: /s/ James Mitchell  
Name: James Mitchell  
Title: Authorized Representative

**LIST OF EXHIBITS**

**Exhibit No.   Description**

A                Joint Filing Agreement

**Exhibit A**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

Signed

/s/ James Mitchell  
THL A19 Limited

/s/ James Mitchell  
Tencent Holdings Limited