

# ACTIVISION BLIZZARD, INC.

## FORM 10-K (Annual Report)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark  
one)

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

For the Fiscal Year Ended December 31, 2011

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)

Registrant's telephone number, including area code: **(310) 255-2000**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$.000001 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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.

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 Act). Yes  No

The aggregate market value of the registrant's Common Stock held by non-affiliates on June 30, 2011 (based on the closing sale price of \$11.68 per share as reported on the NASDAQ) was \$4,843,916,612.

The number of shares of the registrant's Common Stock outstanding at February 16, 2012 was 1,122,866,712.

#### Documents Incorporated by Reference

Portions of the registrant's definitive Proxy Statement, to be filed with the Securities and Exchange Commission with respect to the 2012 Annual Meeting of Shareholders which is expected to be held on June 7, 2012, are incorporated by reference into Part III of this Annual Report.

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**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Table of Contents**

	<u>Page No.</u>
PART I.	3
Cautionary Statement	3
Item 1. Business	3
Item 1A. Risk Factors	13
Item 1B. Unresolved Staff Comments	33
Item 2. Properties	33
Item 3. Legal Proceedings	34
Item 4. Mine Safety Disclosures	34
PART II.	35
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	35
Item 6. Selected Financial Data	39
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	40
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	69
Item 8. Financial Statements and Supplementary Data	70
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	70
Item 9A. Controls and Procedures	71
Item 9B. Other Information	72
PART III.	73
Item 10. Directors, Executive Officers, and Corporate Governance	73
Item 11. Executive Compensation	73
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	73
Item 13. Certain Relationships and Related Transactions, and Director Independence	73
Item 14. Principal Accounting Fees and Services	73
PART IV.	74
Item 15. Exhibits, Financial Statement Schedule	74
SIGNATURES	75
Exhibit Index	II-1

## PART I

### CAUTIONARY STATEMENT

*This Annual Report on Form 10-K 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 "outlook," "forecast," "will," "could," "should," "would," "to be," "plans," "believes," "may," "expects," "intends," "anticipates," "estimate," "future," "positioned," "potential," "project," "remain," "scheduled," "set to," "subject to," "upcoming" 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-K was first filed. Some of the risk factors that could cause our actual results to differ from those stated in forward-looking statements can be found in "Risk Factors" included in Part I, Item 1A of this Report. The forward-looking statements contained herein are based upon information available to us as of the date of this Annual Report on Form 10-K 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.*

*Activision Blizzard, Inc.'s ("Activision Blizzard") names, abbreviations thereof, logos, and product and service designators are all either the registered or unregistered trademarks or trade names of Activision Blizzard. All other product or service names are the property of their respective owners.*

### Item 1. BUSINESS

#### Overview

Activision Blizzard is a worldwide publisher of online, personal computer ("PC"), console, handheld, and mobile interactive entertainment products. Through Activision Publishing, Inc. ("Activision"), we are a leading international publisher of interactive software products and content, with a focus on developing and publishing video games on various consoles, handheld platforms and the PC platform through internally developed franchises and license agreements. Activision currently offers games that operate on the Sony Computer Entertainment Inc. ("Sony") PlayStation 3 ("PS3"), Nintendo Co. Ltd. ("Nintendo") Wii ("Wii"), and Microsoft Corporation ("Microsoft") Xbox 360 ("Xbox 360") console systems; the Nintendo Dual Screen ("DS") handheld game systems; the PC; Apple iOS devices and other handheld and mobile devices. Through Blizzard Entertainment, Inc. ("Blizzard"), we are the leading publisher of online subscription-based games in the massively multiplayer online role-playing game ("MMORPG") category. Blizzard also internally develops and publishes PC-based computer games and maintains its proprietary online-game related service, Battle.net.

Our Activision business involves the development, marketing, and sale of products through retail channels or digital downloads, by license or from our affiliate label program with certain third-party publishers. Activision is focusing its efforts in the areas we believe have the most opportunity for growth and higher profitability, and we have reduced investments in areas we believe have less profit potential and limited growth opportunities. To that end, investments are being focused on proven intellectual properties to develop deep, high-quality content that offers engaging online multiplayer gaming experiences. For example, during 2011, Activision released *Call of Duty®: Modern Warfare® 3*,

which set new interactive entertainment launch retail sales records with over \$775 million of retail sales within five days of launch, exceeding the prior year's record-setting launch of *Call of Duty: Black Ops*®, according to Charttrack and retail customer sales information. Activision is currently developing sequels and additional content to build on the continued success of the Call of Duty franchise. Activision has also recognized that new digital distribution channels have emerged that offer efficiency and convenience for audiences, as well as additional profit opportunities and recurring revenue models for content creators. As such, in November 2011, Activision launched *Call of Duty Elite*, a digital service that provides both free and paid subscription-based content and features for the Call of Duty franchise. It combines social networking features and online programming, offering the most accessible way to connect and play Call of Duty games with other people. Activision also expects to continue to release several other titles that economically utilize key licensed intellectual properties, such as Marvel Entertainment, Inc.'s ("Marvel") *Spider-Man* and *X-Men* franchises, MGM Interactive and EON Productions Ltd.'s ("MGM & EON") *James Bond* franchise, Hasbro Properties Group's ("Hasbro") *Transformers*™ franchise and the long-standing *Cabela's*® hunting franchise, among others.

While focusing on our proven intellectual properties is one of our priorities, we also continue to make strategic investments in developing new intellectual properties. On October 16, 2011, we launched *Skylanders Spyro's Adventure*™, a new intellectual property that combines the use of toys with video games, delivering a new game play experience to our audiences. Additionally, we have established a long-term alliance with Bungie, the developer of game franchises including *Halo*, *Myth* and *Marathon*, to bring Bungie's next big action game universe to market in future years.

Blizzard is the development studio and publisher best known as the creator of *World of Warcraft*®, as well as the multiple award winning *Diablo*® and *StarCraft*® franchises. Blizzard distributes its products and generates revenues worldwide through various means, including: subscriptions (which consist of fees from individuals playing *World of Warcraft*, including sales of prepaid-cards and other value-added service revenues such as realm transfers, faction changes, and other character customizations within *World of Warcraft* gameplay); retail sales of physical "boxed" products; online download sales of PC products; and licensing of software to third-party or related party companies that distribute *World of Warcraft* and *StarCraft II*® products. Blizzard has released three expansion packs to *World of Warcraft* — *World of Warcraft: The Burning Crusade*®, *World of Warcraft: Wrath of the Lich King*®, and *World of Warcraft: Cataclysm*®. In July 2010, the company launched the sequel to *StarCraft*, *StarCraft II: Wings of Liberty*. In conjunction with the release of *StarCraft II: Wings of Liberty*, Blizzard launched a new version of its 24/7 online gaming service, Battle.net®, facilitating the creation of user generated content, digital distribution and online social connectivity amongst the *World of Warcraft* and *StarCraft* players. Recently, Blizzard has announced its intention to ship *Diablo III*® in the second quarter of 2012, released a trailer showcasing the multiplayer aspect of its *StarCraft II* expansion, *Heart of the Swarm*®, and announced plans for the fourth *World of Warcraft* expansion— *World of Warcraft: Mist of Pandaria*®. In addition to developing these games, Blizzard is also currently developing a new massive multiplayer online game.

The Activision Blizzard Distribution ("Distribution") business 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.

### *The Company*

Activision, Inc. was originally incorporated in California in 1979 and was reincorporated in Delaware in December 1992. 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. Activision Blizzard is a public company traded on the NASDAQ under the ticker symbol "ATVI."

### *Our Strategy*

Our objective is to continue to be a worldwide leader in the development, publishing, and distribution of quality interactive entertainment software, online content and services that deliver a highly satisfying entertainment experience.

*Continue to Improve Profitability.* We continually strive to manage risk and increase our operating efficiency with the goal of increased profitability. We believe the key factors affecting our future profitability will be the success of our core properties, proven franchises and genres, cost discipline, and our ability to benefit from the continued growth of online and digital revenue opportunities.

*Create Shareholder Value.* We continue to focus on enhancing shareholder return through growing operating margin, maintaining a strong balance sheet and generating strong cash flows. As a result, we expect to continue to achieve long-term growth and have been able to provide value to our shareholders through stock repurchase programs and cash dividends.

*Grow Through Continued Strategic Acquisitions and Alliances.* We intend to continue to evaluate the expansion of our resources and intellectual properties library through acquisitions, strategic relationships, and key license transactions. We will also continue to evaluate opportunities to increase our proven development expertise through the acquisition of, or investment in, selected experienced software development firms.

*Focus on Delivery of Digital Content and Online Services.* We continue to shift towards digital delivery of content and to establish and develop direct and long-term relationships with our gamers. We will also continue to support, maintain and enhance the World of Warcraft and Call of Duty online communities. We believe that focusing our efforts on online product innovations, such as additional online content, services and social connectivity, provides lasting value enhancement to our global communities of players.

### *Competition*

We compete for the leisure time and discretionary spending of consumers with other video game companies, as well as with other providers of different forms of entertainment, such as motion pictures, television, social networking, online casual entertainment and music.

The interactive entertainment industry is intensely competitive and new interactive entertainment software products and platforms are regularly introduced. Our competitors vary in size from small companies with limited resources to large corporations who may have greater financial, marketing, and product development resources than we have. Due to their different focuses and allocation of resources, certain of our competitors may spend more money and time on developing and testing products, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, pay higher fees to licensors for desirable motion picture, television, sports and character properties, and pay more to third-party software developers. In addition, competitors with large product lines and popular titles typically have greater leverage with retailers, distributors, and other customers who may be willing to promote titles with less consumer appeal in return for access to such competitor's most popular titles. We believe that the main competitive factors in the interactive entertainment industry include: product features, game quality and playability; brand name recognition; compatibility of products with popular platforms; access to distribution channels; online capability and functionality; ease of use; price; marketing support; and quality of customer service.

We compete primarily with other publishers of PC, online and video game console interactive entertainment software. In addition to third-party software competitors, integrated video game console hardware and software companies, such as Sony, Nintendo and Microsoft, compete directly with us in the development of software titles for their respective platforms. Further, a number of software publishers have developed and commercialized, or are currently developing, online games for use by consumers over the Internet, and we expect new competitors to continue to emerge in the subscription-based MMORPG category. Lastly, we compete with mobile-game publishers for alternative handheld devices such as Apple iOS devices and other emerging handheld and mobile devices.

### *Employees*

We had approximately 7,300 total full-time and part-time employees at December 31, 2011. At December 31, 2011, approximately 117 of our full-time employees were subject to term employment agreements with us. These agreements generally commit the employees to employment terms of between one and five years from the commencement of their respective agreements. Most of the employees subject to these agreements are executive officers or key members of the product development, sales, or marketing divisions. These individuals perform services for us as executives, directors, producers, associate producers, computer programmers, game designers, sales directors, or marketing product managers. In our experience, entering into employment agreements with these employees reduces our turnover during the development, production, and distribution phases of our entertainment software products and allows us to plan more effectively for future development and marketing activities. Other employees outside of the United States are also party to employment agreements that do not specify a fixed term.

The majority of our employees in France, Spain, Italy and in our distribution companies in Germany are subject to collective bargaining agreements. To date, we have not experienced any labor-related work stoppages.

### *Intellectual Property*

Like other entertainment companies, our business is significantly dependent on the creation, acquisition, exploitation and protection of intellectual property. Some of this intellectual property is in the form of software code, patented technology, and other technology and trade secrets that we use to develop our games and to make them run properly. Other intellectual property is in the form of audio-visual elements that consumers can see, hear and interact with when they are playing our games.

We develop some of our products from wholly-owned intellectual properties that we create within our own studios. We also acquire the rights to include proprietary intellectual property in our products through acquisitions. In addition, we obtain intellectual property through licenses and service agreements. These agreements typically limit our use of the licensed rights in products for specific time periods. In addition, our products that play on game consoles and handheld platforms include technology that is owned by the console or wireless device manufacturer, and licensed non-exclusively to us for use. We also license technology from providers other than console manufacturers. While we may have renewal rights for some licenses, our business and the justification for the development of many of our products is dependent on our ability to continue to obtain the intellectual property rights from the owners of these rights on reasonable terms and at reasonable rates.

We actively engage in enforcement and other activities to protect our intellectual property. We typically own the copyright to the software code in our products. Moreover, we own or license the brand or title name trademark under which our products are marketed. We register copyrights, trademarks and patents in the United States and other countries as appropriate.

We often distribute our PC products using copy protection technology or other technological protection measures to prevent piracy and the use of unauthorized copies of our products. In addition,



console manufacturers typically incorporate technological protections and other security measures in their consoles in an effort to prevent the use of unlicensed products. We are actively engaged in enforcement and other activities to protect against unauthorized copying and piracy, including monitoring online channels for distribution of pirated copies, and participating in various enforcement initiatives, education programs and legislative activity around the world.

### *Significant Customers*

We did not have any single customer that accounted for 10% or more of our consolidated net revenues for the year ended December 31, 2011. We had one customer, GameStop, which accounted for approximately 12% and 10% of our consolidated net revenues for the years ended December 31, 2010 and 2009, respectively.

### *Operating Segments*

We have three operating segments: (i) Activision Publishing, Inc. and its subsidiaries—publishing interactive entertainment software products and downloadable content, (ii) Blizzard Entertainment, Inc. and its subsidiaries—publishing real-time strategy, role-playing PC games and online subscription-based games in the MMORPG category, and (iii) Activision Blizzard Distribution—distributing interactive entertainment software and hardware products ("Distribution"). See Note 13 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for certain additional information regarding operating segments.

## **Activision—Business Overview**

### *Strategy*

*Create, Acquire and Maintain Strong Franchises.* Activision focuses on development and publishing activities, principally for products and content that are, or have the potential to become, franchises with sustainable mass consumer appeal and recognition. It is our experience that these products and content can then serve as the basis for sequels, prequels and related new products and content that can be released over an extended period of time. We believe that the publishing and distribution of products and content based on proven franchises enhances predictability of revenues and the probability of high unit volume sales and operating profits. We own several successful intellectual properties including Call of Duty and the newly released Skylanders franchise, and we intend to continue development of owned franchises in the future. We have entered into a series of strategic relationships with the owners of intellectual properties, such as Marvel, MGM & EON, Hasbro, Mattel, Inc. and Cabela, pursuant to which we have acquired the rights to publish products based on franchises such as, *Spider-Man*, *X-Men*, *James Bond*, *Transformers*<sup>TM</sup> and the *Cabela's*<sup>®</sup> hunting franchise. We also have an exclusive 10-year alliance with Bungie, a developer of successful game franchises, to bring Bungie's next big action game universe to market.

*Execute Disciplined Product Selection and Development Processes.* The success of our publishing business depends, in significant part, on our ability to develop high quality games that will generate high unit volume sales. Our publishing units have implemented a formal control process for the selection, development, production and quality assurance of our products. We apply this process, which we refer to as the "Greenlight Process," to all of our products, whether externally or internally developed. The Greenlight Process includes in-depth reviews of each project at several important stages of development by a team that includes many of our highest-ranking operating managers and coordination among our sales, marketing and development staff at each step in the process.

We develop our products using a combination of our internal development resources and external development resources acting under contract with us. We typically select our external developers based on their track records and expertise in producing products in the same category. One developer will

often produce the same game for multiple platforms and will produce sequels to the original game. We believe that selecting and using development resources in this manner allows us to leverage the particular expertise of our internal and external development resources, which we believe enhances the quality of our products and accelerates the timing of releases.

*Focused Product Offerings, Diversity in Platforms and Geographies.* We believe Activision has aligned its product offerings and cost structure to position the business for long-term growth. Through our online-enabled products and content, we believe we are best positioned to take advantage of retail and digital distribution channels that allow us to deliver content to a diversity of gamers ranging from children to adults and from core gamers to mass-market consumers to "value" buyers seeking budget-priced software, in a variety of geographies. Presently, the majority of products that we develop, publish and distribute operate on the PS3, Xbox 360, and Wii console systems, and the PC. In addition, emerging and rapidly growing online-enabled platforms, in which we will support in-game integration and bring together online experience and gameplay, will continue to be a focus. We typically offer our products for use on multiple platforms to reduce the risks associated with any single platform, spread our costs over a larger installed hardware base, and increase unit sales. We intend to continue to offer both online and packaged software and games with localized content in different geographies.

### Products

In recent years, Activision has been best known for its success in the first-person action category from the Call of Duty original intellectual property, including the latest release, *Call of Duty: Modern Warfare 3*, which set records with over \$775 million of retail sales during the first five days from its launch in November 2011, according to Charttrack and retail customer sales information. The Call of Duty franchise has achieved approximately \$6 billion life-to-date revenue and has an active global community of millions of players. *Call of Duty: Modern Warfare 3*, released in the fourth quarter of 2011, is also setting online usage records that illustrate the game has become one of the leading global entertainment experiences of all time. At the same time we released *Call of Duty: Modern Warfare 3* on November 8, 2011, we launched *Call of Duty Elite* which had more than 7 million registered users, including more than 1.5 million paying premium members, at January 31, 2012.

In 2012, we expect to continue to develop and expand our Call of Duty franchise. Activision has announced *Call of Duty: Modern Warfare 3 Content Season for Call of Duty Elite*, which will provide *Call of Duty Elite* premium members with regular updates of new content. At least 20 content releases are planned from January through September of 2012, of which three have been released during the first two months of 2012 and two are planned for March 2012. These content releases are currently first made available on Xbox Live, followed by availability on additional platforms at a later time. For players who would like to buy released content a la carte, we have announced the *Call of Duty Modern Warfare 3 Content Collection*, the first installment of which is expected to be released in March 2012.

On October 16, 2011, we launched *Skylanders Spyro's Adventure*™, a new intellectual property that combines the use of toys with video games, delivering a new game play experience to our audiences. In North America and Europe, including accessory packs and figures, *Skylanders Spyro's Adventure* was the #8 best-selling game in dollars for the fourth quarter of 2011 and the #1 selling kids' title in dollars in 2011 according to The NPD Group, Charttrack and Gfk. Additionally, in North America, including accessory packs and figures, *Skylanders Spyro's Adventure* was the #10 best-selling title in dollars according to The NPD Group.

Activision also develops products spanning other genres, including first-person action, action/adventure, role-playing, simulation and strategy. For example, in April 2012, we plan to release *Prototype 2*, the sequel to our popular open-world action game that was originally released in 2009.

*Product Development and Support*

Activision develops and produces titles using a model in which a core group of creative, production, and technical professionals, in coordination with our marketing, finance and other departments, have responsibility for the entire development and production process, including the supervision and coordination of internal and external resources. This team assembles the necessary creative elements to complete a title using, where appropriate, outside programmers, artists, animators, scriptwriters, musicians and songwriters, sound effects and special effects experts, and sound and video studios. Activision believes that this model allows us to supplement internal expertise with top quality external resources on an as-needed basis.

In addition, Activision often engages independent third-party developers to create products on Activision's behalf. We either own these products or have rights to commercially exploit these products. In other circumstances, a third-party developer may retain ownership of the intellectual property and/or technology included in the product and reserve certain exploitation rights. Activision typically selects these independent third-party developers based on their expertise in developing products in a specific category for specific platforms. Each of our third-party developers is under contract with us, either for a single or multiple titles. From time to time, Activision also acquires the license rights to publish and/or distribute software products that are or will be independently created by third-party developers. In such cases, the agreements with these developers typically provide us with exclusive publishing and/or distribution rights for a specific period of time, often for specified platforms and territories. In either case, Activision often has the ability to publish and/or distribute sequels, conversions, enhancements, and add-ons to the product initially being produced by the independent developer and Activision frequently has the right to engage the services of the original developer with regard to further product development.

In consideration for the services that independent third-party developers provide, the developers receive a royalty, which is generally based on net sales or operating income of the developed products. Typically, developers also receive an advance, which Activision recoups from the royalties otherwise payable to the developers. The advance generally is paid in "milestone" stages. The payment at each stage is tied to the completion and delivery of a detailed performance milestone. Working with independent developers allows us to reduce our fixed development costs, share development risks with the third-party developers, take advantage of the third-party developers' expertise in connection with certain categories of products or certain platforms, and gain access to proprietary development technologies.

In April 2010, Activision entered into an exclusive 10-year relationship with Bungie, the developer of game franchises including *Halo*, *Myth* and *Marathon*, to bring Bungie's next big action game universe to market. Under the terms of the agreement, Activision will have exclusive, worldwide rights to publish and distribute all future Bungie games based on the new intellectual property on multiple platforms and devices.

Activision provides various forms of product support to both our internally and externally developed titles. Activision quality assurance personnel are involved throughout the development and production of each title published. Activision subjects all such products to extensive testing before release to ensure compatibility with all appropriate hardware systems and configurations and to minimize the number of bugs and other defects found in the products. To support our products after release, Activision generally provides its customers online access on a 24-hour basis, as well as live telephone operators who answer the help lines during regular business hours.

*Marketing, Sales, and Distribution*

Activision's marketing efforts include activities on the Internet (including on Facebook, Twitter, YouTube and other online social networks and websites), public relations, print and broadcast

advertising, coordinated in-store and industry promotions (including merchandising and point of purchase displays), participation in cooperative advertising programs, direct response vehicles, and product sampling through demonstration software distributed through the Internet or the digital online services provided by Microsoft, Sony and Nintendo. From time to time, we also receive marketing support from hardware manufacturers, mass appeal consumer products related to a game, and retailers in connection with their own promotional efforts. In addition, certain of our products contain software that enables customers to "electronically register" their purchases with us online.

We believe that our strong proven franchises and genres generate a loyal and devoted customer base that continues to purchase our sequels as a result of their dedication to the franchise and satisfaction from previous product purchases. We therefore market these sequels, expansion packs and downloadable content toward the established customer base as well as to broader audiences. In addition, we believe that we derive benefits for our licensed properties from the marketing and promotional activities undertaken by the underlying intellectual property owners, in addition to our own marketing efforts.

*North American Sales and Distribution.* Our products are available for sale or rental in thousands of retail outlets in North America. Our North American retail customers include, among others, Best Buy, GameStop, Target, Toys "R" Us and Wal-Mart.

In the United States ("U.S.") and Canada, our products are primarily sold on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses and game specialty stores. We believe that a direct relationship with retail accounts results in more effective inventory management, merchandising, and communications than would be possible through indirect relationships. We have implemented electronic data interchange linkages with many of our retailers to facilitate the placing and shipping of orders. We also sell our products to a limited number of distributors.

*International Sales and Distribution.* Our products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements, and through our wholly-owned European distribution subsidiaries. We conduct our international publishing activities through offices in the United Kingdom ("U.K."), Germany, France, Italy, Spain, Norway, the Netherlands, Sweden, Australia and Ireland. We often seek to maximize our worldwide revenues and profits by releasing high-quality foreign language releases concurrently with English language releases and by continuing to expand the number of direct selling relationships we maintain with key retailers in major territories.

*Digital Distribution.* Online and digital distribution channels are continuing to grow. Some of our products and content are sold in a digital format, which allows consumers to purchase and download the content at their convenience directly to their PC, console system or wireless device. We partner with digital distributors to utilize this growing method of distribution. We also make available to our customers value-added downloadable content to enhance their gaming experience through the digital online services provided by Microsoft, Sony and Nintendo.

*Affiliate Labels.* In addition to our own products, we distribute a select number of interactive entertainment products that are developed and marketed by other third-party publishers through our "affiliate label" programs in North America, Europe, and the Asia Pacific region. The distribution of other publishers' products allows us to increase the efficiencies of our sales force and provides us with the ability to better ensure adequate shelf presence at retail stores for all of the products that we distribute. Services we provide under our affiliate label programs include order solicitation, in-store marketing, logistics and order fulfillment, and sales channel management, as well as other accounting and general administrative functions. Our current affiliate label partners include LucasArts, as well as several affiliate label partners in our "value" business, which offers budget-priced software to the public. Each affiliate label relationship is unique and may pertain only to distribution in certain geographic territories and may be further limited only to a specific title or titles for specific platforms.

*Manufacturing*

Activision prepares a set of master program copies, documentation and packaging materials for our products for each hardware platform on which the product will be released. With respect to products for use on the Sony, Nintendo and Microsoft systems, our disk duplication, packaging, printing, manufacturing, warehousing, assembly and shipping are performed by third-party subcontractors and Company-owned distribution facilities.

To maintain protection over their hardware technologies, Sony, Nintendo and Microsoft generally specify or control the manufacturing and assembly of finished products and license their hardware technologies to us. We deliver the master materials to the licensor or its approved replicator, which then manufactures finished goods and delivers them to us for distribution under our label. At the time our product unit orders are filled by the manufacturer, we become responsible for the costs of manufacturing and the applicable per unit royalty on such units, even if the units do not ultimately sell.

**Blizzard—Business Overview**

*Strategy*

*Maintain and Build upon Our Leadership Position in the Subscription-Based MMORPG Category and PC Online Categories.* Blizzard plans to maintain and build upon our leadership position in the subscription-based MMORPG category by regularly providing new content, game features and online services to further solidify the loyalty of our subscriber base, as well as to expand our global game footprint to new geographies.

We believe that the PC online platform will remain a growing category throughout the world. The large and growing PC installed base in all regions and the continuing development of broadband connectivity facilitates online games and community experiences while creating access to new potential customers. Further, *World of Warcraft* is a server-based game, only playable online, thus allowing Blizzard to be one of the few companies that can target markets that have been dominated by piracy and monetize former illegitimate players, as well as expand in markets that have not been penetrated by consoles, but offer a large PC installed base.

*Products*

Blizzard is the leading company in the subscription-based MMORPG category. *World of Warcraft* was initially launched in November 2004 and today is available in North America, Europe (including Russia), Southeast Asia, China, South Korea, Australia, New Zealand, Malaysia, Singapore, Chile, Brazil, Argentina, and the regions of Taiwan, Hong Kong and Macau. As of December 31, 2011, approximately 10.2 million gamers worldwide were subscribed\* to play Blizzard's *World of Warcraft*. *World of Warcraft* is available in various languages based on the regions in which it is played and has earned awards and praise from publications around the world. Since the first release of *World of Warcraft*, Blizzard has launched three expansion packs in all regions in which the game is supported. The three expansion packs are *World of Warcraft: The Burning Crusade*, which was first available in January 2007, *World of Warcraft: Wrath of the Lich King*, which was first available in November 2008, and *World of Warcraft: Cataclysm* which was first available in December 2010. Revenues associated with the *World of Warcraft* franchises accounted for 90%, 89%, and 98% of Blizzard's consolidated net revenues for the years ended December 31, 2011, 2010, and 2009, respectively. Additionally, in July

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\* We define *World of Warcraft* subscribers as: (1) individuals who have paid a subscription fee or have an active prepaid card to play *World of Warcraft*, (2) individuals who have purchased the game and are within their free month of access, and (3) Internet Game Room players who have accessed the game over the last thirty days. Our definition of subscribers does not include any players under free promotional subscriptions, expired or cancelled subscriptions, or expired prepaid cards.

2010, Blizzard launched the sequel to StarCraft, *StarCraft II: Wings of Liberty* simultaneously around the world, including North America, Europe (including Russia), Southeast Asia, South Korea, Australia, New Zealand, Chile, Brazil, Argentina, and the regions of Taiwan, Hong Kong and Macau. In conjunction with the release of *StarCraft II: Wings of Liberty*, Blizzard launched a new version of its 24/7 online gaming service, Battle.net, providing user generated content, digital distribution and online social connectivity amongst the *World of Warcraft* and *StarCraft* players.

### *Product Development and Support*

As a development studio and the creator and publisher of the World of Warcraft, Diablo and StarCraft franchises, Blizzard focuses on creating well-designed, high quality games. Product development is handled internally by a strong core group of talented designers, producers, programmers, artists, and sound engineers. To maintain its current subscribers and attract new subscribers, Blizzard continues to develop new patches to upgrade *World of Warcraft*. In addition to its headquarters in Irvine, California, Blizzard maintains offices in or around Austin, Texas; Paris, France; Cork, Ireland; Seoul, South Korea; Singapore; Shanghai, China; and Taipei, Taiwan to provide 24 / 7 game support to *World of Warcraft* players in their native language, enhance online community management, and tailor marketing initiatives to specific regions.

### *Marketing, Sales, and Distribution*

Blizzard distributes its products and generates revenues worldwide through various means: subscriptions (which consist of fees from individuals playing *World of Warcraft*, prepaid cards, and other value-added services such as the ability to change "factions", the ability to transfer "realms" and other character customizations), retail sales of physical "boxed" products, online download sales of PC products, and licensing of software to third-party or related party companies that distribute *World of Warcraft* and *StarCraft II*. Many of our services and products are digitally enabled, which allows us to take advantage of this rapidly growing channel and to reinforce Blizzard's long-term relationships with its gamers. In addition, Blizzard operates the online game service, Battle.net, which attracts millions of active players, making it one of the largest online-game related services in the world. Battle.net powers *StarCraft II: Wings of Liberty* and *World of Warcraft*, and is expected to power future releases. The service offers players advanced communications features, social networking, player matching and digital content delivery and is designed to allow people to connect regardless of what Blizzard game they are playing.

### **Distribution—Business Overview**

We distribute interactive entertainment hardware and software products in Europe through our European distribution subsidiaries: Centresoft in the U.K. and NBG in Germany. These subsidiaries act as wholesalers in the distribution of products and also provide packaging, logistical and sales services. They provide services to our publishing operations and to various third-party publishers, including Sony, Nintendo, and Microsoft. Centresoft is Sony's preferred distributor of PlayStation products to the independent retail sector of the U.K.

We entered into the distribution business to obtain distribution capacity in Europe for our own products, while supporting the distribution infrastructure with third-party sales, and to diversify our operations in the European market. Centresoft and our other distribution subsidiaries operate in accordance with strict confidentiality procedures to provide independent services to various third-party publishers.

## **Additional Financial Information**

See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 13 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for certain additional information regarding operating segments and geographic areas. See the Critical Accounting Policies section under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of our practices with regard to several working capital items, such as rights of returns, and inventory practices. See the Management's Overview of Business Trends under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a discussion of the impact of seasonality on our business.

## **Available Information**

Our website located at <http://www.activisionblizzard.com> allows access free of charge to our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The information found on our website is not a part of, and is not incorporated by reference into, this or any other report that we file with or furnish to the Securities and Exchange Commission ("SEC").

The public may also read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 (information on the operation of the Public Reference Room is available by calling the SEC at 1-800-SEC-0330). The SEC also maintains a web site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

## **Item 1A. RISK FACTORS**

*We wish to caution the reader that the following important risk factors, and those risk factors described elsewhere in this report or in our other filings with the Securities and Exchange Commission, could cause our actual results to differ materially from those stated in forward-looking statements contained in this document and elsewhere. These risks are not presented in order of importance or probability of occurrence.*

*If general economic conditions decline, demand for our products could decline.*

Our products involve discretionary spending on the part of consumers. Consumers are generally more willing to make discretionary purchases, including purchases of products like ours, during periods in which favorable economic conditions prevail. As a result, our products are sensitive to general economic conditions and economic cycles. In recent years, adverse worldwide economic conditions, including declining consumer confidence, global economic recession, rising unemployment and volatile gasoline prices, have led consumers to delay or reduce discretionary spending, including purchases of some types of our products. Reduced consumer spending may also result in an increase in our selling and promotional expenses, in an effort to offset that reduction. A reduction or shift in domestic or international consumer spending could negatively impact our business, results of operations and financial condition.

*The uncertainty of current worldwide economic conditions makes budgeting and forecasting very difficult.*

We are unable to predict the likely duration of the current adverse worldwide economic conditions, and all of the effects those conditions may have on our business. In particular, the uncertainty of current worldwide economic conditions subjects our forecasts to heightened risks and uncertainties.

***Our business is "hit" driven. If we do not deliver "hit" titles, or if consumers prefer competing products, our sales could suffer.***

While many new products are regularly introduced in our industry, increasingly only a relatively small number of high-quality "hit" titles account for a significant portion of net revenue, and an even greater portion of net profit. It is difficult to produce high-quality products and to predict prior to production and distribution what products will be well received, even if they are well-reviewed, high-quality titles. Competitors may develop titles that imitate or compete with our "hit" titles, and take sales away from them or reduce our ability to command premium prices for those titles. "Hit" products published by our competitors may take a larger share of consumer spending than anticipated, which could cause our product sales to fall below expectations. Consumers may lose interest in a genre of games we produce. If we do not continue to develop consistently high-quality and well received products, or if our competitors develop more successful products or offer competitive products at lower prices, our revenues, margins, and profitability could decline. In addition, our own "hit" products could compete with our other titles, reducing sales for those other titles. Further, a failure by us to develop a high-quality product, or our development of a product that is otherwise not well received, could harm our reputation and increase the likelihood that our future products will be similarly poorly received.

***We depend on a relatively small number of franchises for a significant portion of our revenues and profits.***

A significant portion of our revenues has historically been derived from products based on a relatively small number of popular franchises and these products are responsible for a disproportionately high percentage of our profits. For example, the three key franchises of Call of Duty, World of Warcraft, and Skylanders accounted for approximately 73% of our net revenues, and a significantly higher percentage of our operating income, in 2011. We expect that a limited number of popular franchises will continue to produce a disproportionately high percentage of our revenues and profits. Due to this dependence on a limited number of franchises, the failure to achieve anticipated results by one or more products based on these franchises may significantly harm our business and financial results.

***A substantial portion of our revenue and profitability depends on the success of our Call of Duty franchise in the first-person action game category. If we do not maintain our leadership position in this category, our financial results could suffer.***

Activision Blizzard is a leading global developer, publisher and distributor in terms of revenues in the first-person action game category, due to the popularity of Activision's *Call of Duty* franchise. Revenues from this game comprise a significant portion of our consolidated revenues. To remain a leader in the first-person action game category, it is important that we continue to develop new games in the *Call of Duty* franchise that are favorably received by both our existing customer base and new customers. A number of software publishers have developed and commercialized, or are currently developing, first-person action games which pose a threat to the popularity of *Call of Duty*, and we expect new competitors to continue to emerge in the first-person action category. If consumer demand for *Call of Duty* games declines and we have not introduced new first-person action games or other products that replace *Call of Duty's* potentially decreasing revenue, or added other sources of revenue, our financial condition could suffer. Additionally, if consumer preferences trend away from first-person action games, our revenue and profitability may decline.

***A substantial portion of our revenue and profitability depends on the subscription-based massively multiplayer online role-playing game category. If we do not maintain our leadership position in this category, our financial results could suffer.***

Blizzard is the leading global developer, publisher and distributor in terms of subscriber base and revenues in the subscription-based MMORPG category, due primarily to the popularity of Blizzard's



*World of Warcraft* and related expansion packs. Subscription revenues from this game comprise a significant portion of our consolidated revenues. To remain the leader in the subscription-based MMORPG category, it is important that we continue to refresh *World of Warcraft* or develop new MMORPG products that are favorably received by both our existing customer base and new customers. A number of software publishers have developed and commercialized, or are currently developing, online games for use by consumers over the Internet which pose a threat to the popularity of *World of Warcraft*, and we expect new competitors to continue to emerge in the MMORPG category. If consumer demand for *World of Warcraft* games declines and we have not introduced new MMORPG or other products that replace *World of Warcraft*'s potentially decreasing revenue, or added other sources of revenue, our financial condition could suffer. Additionally, if new technologies are developed that replace MMORPGs, consumer preferences trend away from MMORPGs or new business models emerge that offer online subscriptions for free or at a substantial discount to current MMORPG subscription fees, our revenue and profitability may decline.

***If we do not continue to attract and retain skilled personnel, we will be unable to effectively conduct our business.***

Our success depends to a significant extent on our ability to identify, hire, retain and utilize the abilities of qualified personnel, particularly personnel with the specialized skills needed to create the high-quality "hit" titles upon which our business is substantially dependent. The software industry is characterized by a high level of employee mobility and aggressive recruiting among competitors for employees with technical, marketing, sales, product development, and management skills. We may have difficulties in attracting and retaining skilled personnel or may incur significant costs in order to do so. If we are unable to attract additional qualified employees or retain and utilize the services of key personnel, our business and financial results could be negatively impacted.

***If our games and services do not function as consumers expect, our business may suffer.***

If our games and services do not function as consumers expect, whether because they fail to work as advertised or otherwise, our sales may suffer. The risk that this may occur is particularly pronounced with respect to our games with online features, like *World of Warcraft*, and our digital service, *Call of Duty Elite*, because they involve ongoing obligations to the consumers and, in the case of *Call of Duty Elite*, require us to develop new technology, which we may not be able to do successfully. If our games and services do not function as expected, our revenue may decline.

***The future success of our business depends on our ability to release popular products in a timely manner.***

The life of any given console or handheld game product is relatively short and generally involves a relatively high level of sales during the first few months after the product's introduction, followed by a rapid decline in sales. Because revenues associated with an initial product launch generally constitute a high percentage of the total revenues associated with the life of a product, delays in product releases or disruptions following the commercial release of one or more new products could have an adverse effect on our operating results and cause our operating results to be materially different from expectations. It is therefore important for us to be able to continue to develop many high quality new products that are popularly received and to release those products in a timely manner. If we are unable to continue to do so, our business and financial results may be negatively affected.

***If we are unable to sustain premium pricing on current-generation titles, our operating results will suffer.***

If we are unable to sustain premium pricing on current-generation titles for the Microsoft Xbox 360, Sony's PS3 and the Nintendo Wii for so long as those platforms remain current generation, whether due to competitive pressure, because retailers elect to price these products at a lower price or otherwise, we may experience a negative effect on our margins and operating results. Further, we make

provisions for price migration and channel protection based upon certain assumed lowest prices and if competitive pressures force us to lower our prices below those levels, we may experience a negative effect on our margins and operating results.

***If we fail to successfully manage our new product development, or if we fail to anticipate the issues associated with such development, our business may suffer.***

Our business model is evolving and we believe that our growth will depend upon our ability to successfully develop and sell new types of products and to otherwise expand the methods by which we reach our consumers, including via digital distribution. Developing new products and distribution channels will require substantial up-front expenditures. If such products or distribution channels do not achieve expected market acceptance or generate sufficient revenues upon introduction, whether because of competition or otherwise, we may not be able to recover the substantial development and marketing costs associated with those products and distribution channels. In addition, expanding our business model will add complexity to our business and require us to effectively adapt our business and management processes to address the unique challenges and different requirements of any new areas in which we operate, which we may not be able to do, for lack of institutional expertise or otherwise. If any of these occur, our revenues, margins and profitability could decline.

***Our market is subject to rapid technological change, and if we do not adapt to, and appropriately allocate our new resources among, emerging technologies, our revenues would be negatively affected.***

Technology changes rapidly in the interactive entertainment industry. We must continually anticipate and adapt our products to emerging technologies in order to keep such products competitive. When we choose to incorporate a new technology into a product or to develop a product for a new platform, operating system or media format, we often are required to make a substantial investment prior to the introduction of the product. If we invest in the development of video games incorporating a new technology or for a new platform that does not achieve significant commercial success, our revenues from those products likely will be lower than we anticipated and may not cover our development costs. Further, our competitors may adapt to an emerging technology more quickly or effectively than we do, creating products that are technologically superior to ours, more appealing to consumers, or both. If, on the other hand, we elect not to pursue the development of products incorporating a new technology or for new platforms that achieve significant commercial success, our revenues would also be adversely affected, and it may take significant time and resources to shift product development resources to that technology or platform. For example, digital content delivery is increasingly important in our industry, requiring us to develop or acquire the expertise needed to remain competitive. Any failure to successfully adapt to, and appropriately allocate resources among, emerging technologies would harm our competitive position, reduce our share and significantly increase the time we take to bring popular products to market.

***The increasing importance of digital sales to our business exposes us to the risks of that business model, including greater competition.***

The proportion of our revenue derived from digital content delivery as compared to traditional retail sales is increasing. The increased importance of digital content delivery in the industry overall increases our potential competition, as the minimum capital needed to produce and publish a game delivered digitally may be significantly less than that needed to produce and publish one that is purchased through retail distribution and is played on a game console. This will also require us to dedicate capital to developing and implementing alternative marketing strategies, which we may not do successfully. It may also reduce overall demand for our distribution services. If either occurs, our revenues, margins, and profitability could decline.

***If we are unable to successfully develop or market owned intellectual property, we may publish fewer successful titles and our revenues may decline.***

Some of our products are based on intellectual property that we have developed internally or acquired from third parties. Consumers have historically preferred titles which are part of established franchises to titles based on new intellectual property, and if new intellectual property does not gain market acceptance, whether because we are unable to successfully create consumer appeal and brand recognition or otherwise, our revenues, margins, and profitability could decline. Further, if the popularity of our owned intellectual property declines, our revenues, margins, and profitability could decline, and we may have to write off the unrecovered portion of the underlying intellectual property assets, any of which could harm our business and financial results.

***If we are unable to maintain or acquire licenses to intellectual property, we may publish fewer "hit" titles and revenues may decline.***

Some of our products are based on intellectual property and other character or story rights licensed from third parties. These license and distribution agreements are limited in scope and time, and we may not be able to renew key licenses when they expire or to include new products in existing licenses. Our loss of a significant number of intellectual property licenses or relationships with licensors, or inability to obtain additional licenses of significant commercial value, could have an adverse effect on our ability to develop new products and therefore on our business and financial results. Additionally, the failure of intellectual property we license to be, or remain, popularly received could impact the market acceptance of those products in which the intellectual property is included. Such lack of market acceptance could result in the write-off of the unrecovered portion of acquired intellectual property assets, which could harm our business and financial results. Furthermore, the competition for these licenses and distribution agreements is often intense. Competition for these licenses may also increase the advances, guarantees, and royalties that must be paid to the licensor.

***Competition within, and to, the interactive entertainment industry is intense, and competitors may succeed in reducing our sales.***

We compete with other publishers of PC and video game console interactive entertainment software. Those competitors vary in size from small companies with limited resources to very large corporations with significantly greater financial, marketing, and product development resources than we have. For example, integrated video game console hardware and software companies such as Sony, Nintendo and Microsoft compete directly with us in the development of software titles for their respective platforms. Our competitors may spend more money and time on developing and testing products, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, pay higher fees to licensors for desirable motion picture, television, sports, music and character properties, pay more to third-party software developers, or otherwise develop more commercially successful products for the PC or video game platforms than we do. In addition, competitors with large product lines and popular titles typically have greater leverage with retailers, distributors, and other customers who may be willing to promote titles with less consumer appeal in return for access to those competitors' more popular titles.

We also compete with other forms of interactive entertainment, such as casual games like iPhone applications and other mobile phone games, and games developed for use by consumers on the iPad or social networking sites, most of which are currently free to play. Increased consumer acceptance and availability of such games or other online games, consumer acceptance and availability of technology which allows users to play games on televisions without consoles, or technological advances in online game software or the Internet could result in a decline in platform-based software and negatively impact sales of our console and handheld products.

Additionally, we compete with other forms of entertainment and leisure activities. For example, the overall growth in the use of the Internet and online services such as social networking sites by consumers may pose a competitive threat if customers and potential customers spend less of their available time using interactive entertainment software and more using the Internet, including those online services.

***The development of quality products requires substantial up-front expenditures, and we may not be able to recover those costs for our future products.***

Consumer preferences for games are usually cyclical and difficult to predict, and even the most successful titles remain popular for only limited periods of time, unless refreshed with new content or otherwise enhanced. In order to remain competitive, we must continuously develop new products or enhancements to existing products. The amount of lead time and cost involved in the development of quality products is increasing, and the longer the lead time involved in developing a product and the greater the allocation of financial resources to such product, the more critical it is that we accurately predict consumer demand for such product. If our future products do not achieve expected market acceptance or generate sufficient revenues upon introduction, we may not be able to recover the substantial development and marketing costs associated with those products, and our financial results could suffer.

***Sales of Skylanders Spyro's Adventure may be affected by the availability of toys, increasing our exposure to imbalances between projected and actual demand.***

*Skylanders Spyro's Adventure* involves "smart toys" consisting of action figures and an electronic "portal" which, when used together, allow a player to store and access information about his character's performance in the game. We sell the toys both bundled with the software for the title and on a stand-alone basis. Consumers may not want to buy the related software if they cannot also buy the "smart toys". If we underestimate demand or otherwise are unable to produce sufficient quantities of toys of an acceptable quality or allocate too few toys to geographic markets where demand exceeds supply, we will forego revenue. This may also create greater opportunities for competitors to develop competitive product offerings. In addition, if we overestimate demand and make too many toys, or allocate too many toys to geographic markets where there is insufficient demand, we will incur unrecoverable manufacturing costs for unsold units as well as for unsold game software. In either case, toy manufacturing and allocation decisions may negatively affect our financial performance.

***We may overestimate demand for a product, incurring unrecoverable manufacturing costs***

We pay a licensing fee to the hardware manufacturer for each copy of a product manufactured for that manufacturer's game platform, regardless of whether that product is sold. If we overestimate demand and make too many physical "boxed" copies of any title, we will incur unrecoverable manufacturing costs for unsold units, which may negatively affect our profitability.

***A substantial portion of Activision Blizzard's revenues is derived from subscriptions paid by World of Warcraft subscribers. If we are unable to sustain this business model or these customers cancel their subscriptions, our results of operations may suffer.***

A substantial portion of our revenues is generated by subscription fees paid by consumers who play *World of Warcraft*. Typically, *World of Warcraft* subscribers purchase one to six month memberships that are cancelable, without penalty, at the end of the membership period. If *World of Warcraft* subscribers become dissatisfied, they may choose not to renew their memberships in order to engage in other forms of entertainment (including competing MMORPG offerings) and we may not be able to replace lost subscribers. Additionally, if general economic conditions decline, consumers may decrease their discretionary spending on entertainment items such as MMORPGs and users may choose not to renew

their *World of Warcraft* subscriptions. A decrease in the overall subscription base of *World of Warcraft* could substantially harm our operating results.

***We are exposed to seasonality in the sale of our products.***

The interactive entertainment industry is highly seasonal, with the highest levels of consumer demand occurring during the year-end holiday buying season in the fourth quarter of the year. As a result, net revenues, gross profits, and operating income have historically been highest during the second half of the year. Receivables and credit risk are likewise higher during the second half of the year, as customers stock up on our products for the holiday season. Further, delays in development, licensor approvals, or manufacturing can also affect the timing of the release of products, causing us to miss key selling periods such as the year-end holiday buying season.

***We depend on servers to operate our games with online features, such as our MMORPG, and our digital service with online features. If we were to lose server capacity, for any reason, our business could suffer.***

Our business relies on the continuous operation of our data servers. Any broad-based catastrophic server malfunction, a significant intrusion by hackers that circumvents our security measures, or a failure of our disaster recovery service would likely interrupt the operation of our MMORPG, *World of Warcraft*, and other games of ours with online features, and our digital service, *Call of Duty Elite*, and could result in the loss of sales for such games (including subscription-based sales for *World of Warcraft*) or subscriptions for *Call of Duty Elite*. An extended interruption of service could also harm our reputation and operating results.

We must project our future server needs and make advance purchases of servers to accommodate expected business demands. If we underestimate the amount of server capacity our business requires or if our business were to grow more quickly than expected, our customers may experience service problems, such as slow or interrupted gaming access. Insufficient server capacity may result in decreased sales, a loss of our customer base, and adverse consequences to our reputation. Conversely, if we overestimate the amount of server capacity required by our business, we may incur additional operating costs that would adversely affect our operating margins.

***We may not accurately predict the amount of Internet bandwidth necessary to sustain our online gaming businesses.***

Our online gaming businesses are dependent on the availability of sufficient Internet bandwidth. An increase in the price of bandwidth could have an adverse effect on operating margins, since we may not be able to increase our prices or subscriber levels to compensate for such costs. Because of the importance of our online business to our revenues and results of operations, our ability to access adequate bandwidth to support our business is critical. To secure bandwidth access, we have entered into arrangements with several bandwidth providers and entered into long-term contracts with some of them to secure future bandwidth capacity. If the price of bandwidth were to decrease, our contractual commitments to pay higher prices could affect our ability to compete with other video game producers.

Conversely, because we purchase additional bandwidth based on anticipated growth, our bandwidth capacity is sometimes larger than necessary to sustain our existing needs. If our projected online business growth is delayed or does not occur, we will incur larger bandwidth expenses than necessary. If we underestimate the amount of bandwidth that our online business requires, and our purchased bandwidth capacity is insufficient to meet demand, our business and reputation may suffer.

***Vivendi owns a majority of our outstanding shares of common stock and the interests of Vivendi and its subsidiaries may conflict with the interests of our other shareholders.***

Vivendi and its subsidiaries owned approximately 60% of our issued and outstanding shares of common stock at December 31, 2011.

As a result of the Business Combination, Vivendi has the ability to nominate a majority of our board of directors and determine the outcome of certain matters submitted to our stockholders, such as the approval of significant transactions and the declaration of dividends on our common stock. As a result, actions that may be supported by a majority of stockholders other than Vivendi may be blocked by Vivendi. In addition, Vivendi's ownership may affect the liquidity in the market for our common stock.

Furthermore, the ownership position and governance rights of Vivendi may discourage a third party from proposing a change of control or other strategic transaction concerning Activision Blizzard. As a result, our common stock may trade at prices that do not reflect a "control premium" to the same extent as do the stocks of similarly situated companies that do not have a stockholder with an ownership interest as large as Vivendi's ownership interest.

***We are a "controlled company" within the meaning of NASDAQ rules and, as a result, are exempt from certain corporate governance requirements.***

For so long as Vivendi or any other entity or group owns more than 50% of the total voting power of our common shares, we will be a "controlled company" within the meaning of NASDAQ rules and, as a result, qualify for exemptions from certain corporate governance requirements. As a controlled company, we are exempt from several NASDAQ standards, including the requirements:

- that a majority of our Board consists of independent directors;
- that our prospective directors be nominated solely by independent directors; and
- that the compensation of our executive officers be determined solely by independent directors.

We currently rely on these exemptions and as a result, a majority of our Board is not independent (as defined by the NASDAQ rules). In addition, while we have a nominating and corporate governance committee and a compensation committee, these committees do not consist entirely of independent directors. Accordingly, our stockholders do not have the same protections afforded to stockholders of companies that are subject to all of the NASDAQ corporate governance requirements.

***Subject to certain limitations, Vivendi may sell common stock at any time, which could cause our stock price to decrease.***

Vivendi may sell the shares of our stock that it owns, including pursuant to a registered underwritten public offering under the Securities Act of 1933, as amended (the "Securities Act"), or in accordance with Rule 144 under the Securities Act. We have entered into an investor agreement with Vivendi, which includes registration rights and which gives Vivendi the right to require us to register all or a portion of its shares at any time, subject to certain limitations. The sale of a substantial number of shares of common stock by Vivendi within a short period of time could cause our stock price to decrease, and make it more difficult for us to raise funds through future offerings of common stock. On November 11, 2011, Vivendi and its affiliates sold 35 million shares of our stock for \$12.05 per share.

***We are involved in legal proceedings that may result in adverse outcomes.***

From time to time, we are involved in claims, suits, government investigations and proceedings arising from the ordinary course of our business, including actions with respect to intellectual property

claims, competition and antitrust matters, privacy matters, tax matters, labor and employment claims and commercial claims. Such claims, suits, government investigations and proceedings are inherently uncertain and their results cannot be predicted with certainty. Regardless of the outcome, such legal proceedings can have an adverse impact on us because of legal costs, diversion of management resources and other factors. In addition, it is possible that a resolution of one or more such proceedings could result in substantial fines and penalties, criminal sanctions, consent decrees or orders preventing us from offering certain features, functionalities, products or services, requiring us to change our development process or other business practices, which could adversely affect our business, financial position, results of operations or liquidity.

***We may be subject to intellectual property claims.***

As the number of interactive entertainment software products increases and the features and content of these products continue to overlap, software developers increasingly may become subject to infringement claims. Further, many of our products are highly realistic and feature materials that are based on real world examples, which may also be the subject of intellectual property infringement claims of others. In addition, our products often utilize complex, cutting-edge technology that may become subject to emerging intellectual property rights of others. Although we take steps to avoid knowingly violating the intellectual property rights of others, it is possible that third parties still may claim infringement, particularly since there are an increasing number of companies which focus their efforts exclusively on enforcing their patent rights.

From time to time, we receive communications from third parties regarding such claims. Existing or future infringement claims against us, whether valid or not, may be time consuming, distracting to management and expensive to defend. Further, intellectual property litigation or claims could force us to do one or more of the following:

- cease selling, incorporating, supporting or using products or services that incorporate the challenged intellectual property;
- obtain a license from the holder of the infringed intellectual property, which if available at all, may not be available on commercially favorable terms;
- redesign the affected interactive entertainment software products, which could result in additional costs, delay introduction and possibly reduce commercial appeal of the affected products; or
- pay damages to the holder of the infringed intellectual property for past infringements.

Any of these actions may harm our business and financial results.

***Our products may be subject to legal claims.***

In prior years, at least two lawsuits have been filed against numerous video game companies, including against Activision, by the families of victims who were shot and killed by teenage gunmen in attacks perpetrated at schools. These lawsuits alleged that the video game companies manufactured and/or supplied these teenagers with violent video games, teaching them how to use a gun and causing them to act out in a violent manner. These lawsuits have been dismissed. Similar additional lawsuits may be filed in the future. Although our general liability insurance carrier has agreed to defend lawsuits of this nature with respect to the prior lawsuits, it is uncertain whether insurance carriers would do so in the future, or if such insurance carriers would cover all or any amounts for which we might be liable if such future lawsuits are not decided in our favor. If such future lawsuits are filed and ultimately decided against us and the relevant insurance carrier does not cover the amounts for which we may be liable, it could have an adverse effect on our business and financial results. Payment of

significant claims by insurance carriers may make insurance coverage materially more expensive or unavailable in the future, thereby exposing us to additional risk.

***Our products are subject to the threat of piracy and unauthorized copying, and inadequate intellectual property laws and other protections could prevent us from enforcing or defending our proprietary technologies. We may also face legal risks arising out of user-generated content.***

We regard our software as proprietary and rely on a variety of methods, including a combination of copyright, patent, trademark and trade secret laws and employee and third-party nondisclosure agreements, to protect our proprietary rights. We own or license various copyrights, patents and trademarks. We are aware that some unauthorized copying occurs, and if a significantly greater amount of unauthorized copying of our software products were to occur, it could cause harm to our business and financial results.

Policing unauthorized sale, distribution and use of our products is difficult, and software piracy (including online piracy) is a persistent problem. Further, the laws of some countries where our products are or may be distributed either do not protect their products and intellectual property rights to the same extent as the laws of the U.S., or are poorly enforced. Legal protection of our rights may be ineffective in such countries. In addition, though we take steps to make the unauthorized sale, distribution and use of our products more difficult and to otherwise enforce and police our rights, as do the manufacturers of consoles on which a majority of those games we publish are played, our efforts and the efforts of the console manufacturers may not be successful in controlling the piracy of our products in all instances. The proliferation of technology designed to circumvent the protection measures used in our products, the availability of broadband access to the Internet, the ability to download pirated copies of games from various Internet sites and peer-to-peer networks, and the widespread proliferation of Internet cafes using pirated copies of our products all have contributed to an expansion in piracy. This could have a negative effect on our growth and profitability in the future.

Moreover, as user-generated content increases, our ability to protect our intellectual property rights and to avoid infringing intellectual property rights of others may diminish. We cannot be certain that existing intellectual property laws will provide adequate protection for our products in connection with emerging technologies.

***The importance to our business of the "smart toys" related to Skylanders Spyro's Adventure exposes us to hardware manufacturing and shipping risks, including availability of sufficient third-party manufacturing capacity and increases in manufacturing and shipping costs.***

*Skylanders Spyro's Adventure* involves "smart toys" consisting of action figures and an electronic "portal" which, when used together, allow a player to store and access information about his character's performance in the game. Many of the manufacturers of those "smart toys" are located in China. Anything that impacts the ability of those manufacturers to produce or otherwise supply the toys for us or increases their costs of production, including the utilization of any such manufacturer's capacity by another company, changes in safety, environmental or other regulations applicable to the toys and the manufacturing thereof, natural or manmade disasters that disrupt manufacturing, transportation or communications, labor shortages, civil unrest or issues generally negatively impacting international companies operating in China, increases in the price of petroleum or other raw materials, increases in fuel prices and other shipping costs, and increases in local labor costs in China, may adversely impact our ability to supply those toys to the market and the prices we must pay for those toys, and therefore our financial performance. Moreover, the failure of those manufacturers to consistently deliver action figures and portals meeting the quality and safety standards we require could adversely impact our financial performance.



***We rely on independent third parties to develop some of our software products.***

We rely on independent third-party software developers to develop some of our software products. Because we depend on these developers, we are subject to the following risks:

- continuing strong demand for top-tier developers' resources, combined with the recognition they receive in connection with their work, may cause developers who worked for us in the past either to work for a competitor in the future or to renegotiate agreements with us on terms less favorable to us;
- limited financial resources and business expertise and inability to retain skilled personnel may force developers out of business prior to completing products or require us to fund additional costs; and
- a competitor may acquire the businesses of key developers or sign them to exclusive development arrangements and, in either case, we would not be able to continue to engage such developers' services for our products, except for any period of time for which those developers are contractually obligated to complete development for us.

Increased competition for skilled third-party software developers also has compelled us to agree to make significant advance payments on royalties to game developers. If the products subject to these arrangements do not generate sufficient revenues to recover these royalty advances, we would have to write-off unrecovered portions of these payments, which could harm our business and financial results. Typically, we pay developers a royalty based on a percentage of net revenues from product sales, less agreed upon deductions, but from time to time, we have agreed to pay developers fixed per unit product royalties after royalty advances are fully recouped. To the extent that sales prices of products on which we have agreed to pay a fixed per unit royalty are marked down, our profitability could be adversely affected.

***Our platform licensors set the royalty rates and other fees that must be paid to publish games for their platforms, and therefore have significant influence on our costs.***

We pay a licensing fee to the hardware manufacturer for each copy of a product manufactured for that manufacturer's game platform. In order to publish products for new hardware platforms, we must take a license from the platform licensor which gives the platform licensor the opportunity to set the fee and/or price that we must pay in order to publish games for that platform. Similarly, the platform licensors have retained the flexibility to change their fee structures and/or pricing for online gameplay and features for their consoles and the manufacturing of products. The control that platform licensors have over the fee structures and/or pricing for their platforms and online access makes it difficult for us to predict our costs and profitability in the medium-to-long term. It is also possible that platform licensors will not renew our existing licenses. Any increase in fee structures and/or pricing, or nonrenewal of licenses, could have a significant negative impact on our business models and profitability, particularly for Activision, as the publishing of products for console systems is the largest portion of Activision's business.

***Our business is highly dependent on the success, timely release and availability of new video game platforms and on the continued availability of, and support for, existing video game platforms, as well as our ability to develop commercially successful products for these platforms.***

We derive a substantial portion of our revenue from the sale of products for play on video game platforms manufactured by third parties, such as Sony's PS3 and PlayStation Portable, Microsoft's Xbox 360 and Nintendo's Wii and DS. For example, sales of products for consoles accounted for 51% of our consolidated net revenue in 2011. The success of our business is driven in large part by the availability of an adequate supply of these video game platforms and the continued support for these

platforms by their manufacturers, our ability to accurately predict which platforms will be successful in the marketplace, and our ability to develop commercially successful products for these platforms. We must make product development decisions and commit significant resources well in advance of the anticipated introduction of a new platform. A new platform for which we are developing products may be delayed, may not succeed or may have a shorter life cycle than anticipated. Alternatively, a platform for which we have not devoted significant resources could be more successful than initially anticipated, causing us to miss a meaningful revenue opportunity. Additionally, if the platforms for which we are developing products are not released when anticipated, are not available in adequate quantities to meet consumer demand, do not attain wide market acceptance or are not adequately supported by their manufacturers, our revenues may suffer, we may be unable to fully recover our investment in developing those products, and our financial performance may be harmed.

***Transitions in console platforms could adversely affect the market for interactive entertainment software.***

In 2005, Microsoft released the Xbox 360 and, in 2006, Sony and Nintendo introduced the PS3 and Wii, respectively. Nintendo has announced that it intends to launch its next-generation console, the Wii U, in all major regions by the 2012 year-end holiday buying season. When new console platforms are announced or introduced into the market, consumers typically reduce their purchases of game console entertainment software products for current console platforms in anticipation of new platforms becoming available. During these periods, sales of game console entertainment software products we publish may slow or even decline until new platforms are introduced and achieve wide consumer acceptance. This decline may not be offset by increased sales of products for the new console platforms. As console hardware moves through its life cycle, hardware manufacturers typically enact price reductions and decreasing prices may put downward pressure on software prices. During platform transitions, we may simultaneously incur costs both in continuing to develop and market new titles for prior-generation video game platforms, which may not sell at premium prices, and also in developing products for current-generation platforms, which will not generate immediate or near-term revenue. As a result, our operating results during platform transitions may be more volatile and more difficult to predict than during other times, and such volatility may cause greater fluctuations in our stock price.

***We must make significant expenditures to develop products for new platforms that may not be successful.***

We must make substantial product development and other investments in a particular platform well in advance of introduction of the platform and may be required to realign our product portfolio and development efforts in response to market changes. Furthermore, development costs for new console platforms are greater than such costs for current console platforms. If increased costs are not offset by higher revenues and other cost efficiencies, operating results will suffer and our financial position will be harmed. If the platforms for which we develop new software products or modify existing products do not attain significant market penetration, we may not be able to recover our development costs, which could be significant, and our business and financial results could be significantly harmed.

***Platform licensors are our competitors and frequently control the manufacturing of, and have broad approval rights over, our console and handheld video game products.***

Generally, when we develop interactive entertainment software products for hardware platforms offered by Sony, Nintendo or Microsoft, the products are manufactured exclusively by that hardware manufacturer or their approved replicator.

The agreements with these manufacturers include certain provisions, such as approval rights over all software products and related promotional materials and the ability to change the fee they charge for the manufacturing of products, which allow them substantial influence over the cost and the release schedule of such interactive entertainment software products. In addition, because each of the

manufacturers is also a publisher of games for its own hardware platforms and manufactures products for all of its other licensees, a manufacturer may give priority to its own products or those of our competitors in the event of insufficient manufacturing capacity. Accordingly, Sony, Nintendo or Microsoft could cause unanticipated delays in the release of our products as well as increases to projected development, manufacturing, marketing, or distribution costs, any of which could harm our business and financial results.

In addition, platform licensors control our ability to provide online game capabilities for console platform products and, in large part, establish the financial terms and/or pricing on which these products and services are offered to consumers. Currently, Microsoft provides online capabilities for the Xbox 360, Sony provides online capabilities for PS3 products, and Nintendo provides online capabilities for the Wii. In each case, compatibility code and/or the consent of the licensor are required for us to include online capabilities in its console products. As these capabilities become more significant, the failure or refusal of licensors to approve our products may harm our business and financial results.

***Our sales may decline substantially without warning and in a brief period of time because a substantial portion of our sales are made to a relatively small number of key customers and because we do not have long-term contracts for the sale of our products.***

In the U.S. and Canada, Activision has primarily sold its boxed products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. Activision boxed products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements and through our wholly-owned European distribution subsidiaries. Activision's sales are made primarily on a purchase order basis without long-term agreements or other forms of commitments. While we did not have any single customer who accounted for 10% or more of our consolidated net revenues for 2011, we had one customer, GameStop, which accounted for approximately 12% of our consolidated net revenues in 2010. We had one customer, Wal-Mart, which accounted for 21% of consolidated gross receivables at December 31, 2011, and two customers, GameStop and Wal-Mart, which accounted for 12% and 18% of consolidated gross receivables at December 31, 2010, respectively. The loss of, or significant reduction in sales to, any of Activision's principal retail customers or distributors could significantly harm our business and financial results. The concentration of sales in a small number of large customers also could make us more vulnerable to collection risk if one or more of these large customers becomes unable to pay for our products or seeks protection under the bankruptcy laws. In addition, having such a large portion of our total net revenue concentrated in a few customers reduces our negotiating leverage with these customers.

***Our business may be harmed if our distributors, retailers or other parties with which we do business cannot honor their existing credit arrangements, default on their obligations to us, or seek protection under the bankruptcy laws.***

We rely on various business partners for several important aspects of our business, including distribution of our products, product development and intellectual property licensing. Some of these business partners are highly-leveraged or small businesses that may be particularly vulnerable to difficult economic conditions. As a result of current economic conditions, we are subject to heightened counterparty risks, including the risks that our business partners may default on their obligations to us or seek protection under the bankruptcy laws.

For example, retailers and distributors in the interactive entertainment industry have from time to time experienced significant fluctuations in their businesses and a number of them have failed. We typically make sales to most retailers and some distributors on unsecured credit, with terms that vary depending upon the customer's credit history, solvency, credit limits, and sales history, as well as whether the customer can obtain sufficient credit insurance. Challenging economic conditions may

impair the ability of our customers to pay for products they have purchased, and as a result, our reserves for doubtful accounts and write-off of accounts receivable could increase and, even if increased, may turn out to be insufficient. Moreover, even in cases where we have insolvency risk insurance to protect against a customer's bankruptcy, insolvency, or liquidation, this insurance typically contains a significant deductible and co-payment obligation, and does not cover all instances of non-payment. As a result, a payment default by, or the insolvency or business failure of, a significant customer could significantly harm our business and financial results.

The insolvency or business failure of other types of business partners could result in disruptions to the manufacturing or distribution of our products or the cancellation of contractual arrangements that we consider to be favorable.

***We may not be able to maintain our distribution relationships with key vendors and customers.***

Our NBG and Centresoft subsidiaries distribute interactive entertainment software and hardware products and provide related services in Germany and the U.K., respectively, and via export in other European countries for a variety of entertainment software publishers, many of which are our competitors, and hardware manufacturers. From time to time, these subsidiaries also maintain exclusive relationships to serve certain retail customers. These services are generally performed subject to limited-term arrangements. Although we expect to use reasonable efforts to retain these vendors and retail customer relationships, we may not be successful in this regard. The cancellation or non-renewal of one or more of these arrangements could adversely affect our business and financial results.

***Our business is subject to the risks and uncertainties of international trade.***

We conduct business throughout the world, and we derive a substantial amount of revenue from international trade, particularly from Europe, Asia and Australia. We expect that international revenues will continue to account for a significant portion of our total revenues in the future and, moreover, that our growth will depend on increased sales in emerging markets in Asia and elsewhere.

As such, we are, and may be increasingly, subject to risks inherent in foreign trade generally, as well as risks inherent in doing business in emerging markets, including increased tariffs and duties, fluctuations in currency exchange rates, shipping delays, increases in transportation costs, international political, regulatory and economic developments and differing local business practices, all of which may impact operating margins or make it more difficult, if not impossible, for us to conduct business in foreign markets.

A deterioration in relations between either us or the U.S. and any country in which we have significant operations or sales, or the implementation of government regulations in such a country, including China in particular, could result in the adoption or expansion of trade restrictions that harm our business and operating results. For instance, to operate in China, *World of Warcraft*, *StarCraft II* and any other game must have regulatory approval. A decision by the Chinese government to revoke its approval for *World of Warcraft* or *StarCraft II* or to decline to approve any other products we desire to sell in China in the future would adversely impact our operating results. Additionally, in the past, legislation has been implemented in China that has required modifications to the *World of Warcraft* software. The future implementation of similar laws in China or any other country in which we have operations or sales may require engineering modifications to our products that are not cost-effective, if even feasible at all, or could degrade the customer experience to the point where customers cease to purchase such products.

We are also subject to risks that our operations outside the U.S. could be conducted by our employees, contractors, representatives or agents in ways that violate the Foreign Corrupt Practices Act or other similar anti-bribery laws. While we have policies and procedures intended to ensure compliance with these laws, our employees, contractors, representatives and agents may take actions

that violate our policies. Moreover, it may be more difficult to oversee the conduct of any such persons who are not our employees, potentially exposing us to greater risk from their actions. Any violations of those laws by any of those persons could have a negative impact on our business.

Further, if government regulations or restrictions prevent us from repatriating internationally derived revenue into the U.S., or a country's tax structure makes repatriation prohibitively expensive, we may not transfer such revenue into the U.S., which could affect our ability to reinvest or utilize such amounts in our business.

In addition, cultural differences may affect consumer preferences and limit the popularity of titles that are "hits" in the U.S or require us to modify the content of the games or the method by which we charge our customers for the games in order to be successful. If we do not correctly assess consumer preferences in the countries in our market, our sales and revenue may be lower than expected.

***Changes in tax rates or exposure to additional tax liabilities could adversely affect our operating results and financial condition.***

We are subject to income taxes in the U.S. and in various other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and, in the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are required to estimate future taxes. Although we currently believe our tax estimates are reasonable, the estimate process is inherently uncertain, and such estimates are not binding on tax authorities. The effective tax rate could be adversely affected by a variety of factors, including changes in the business, including the mix of earnings in countries with differing statutory tax rates, changes in tax elections, and changes in applicable tax laws. Further, tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Should the ultimate tax liability exceed estimates, our income tax provision and net income could be adversely affected.

We are also required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property, and goods and services taxes, in both the U.S. and various other jurisdictions. Tax authorities regularly examine these non-income taxes. There can be no assurance that the outcomes from these examinations, changes in the business or changes in applicable tax rules will not have an adverse effect on our operating results and financial condition.

***Fluctuations in currency exchange rates may have a negative impact on our results of operations.***

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. A substantial portion of our international sales and expenses are denominated in local currencies, including certain major currencies, such as the euro and U.K. pound, and emerging market currencies, such as the South Korean won and Chinese renminbi, which could fluctuate against the U.S. dollar. We have, in the past, utilized currency derivative contracts to hedge certain foreign exchange exposures, with hedge tenors of generally less than 12 months, as well as managing these exposures with natural offsets. We may also hedge non-U.S. dollar earnings from time to time. Our principal counterparty in respect of currency derivative contracts is Vivendi, though we periodically evaluate and may use similar arrangements with other counterparties. There can be no assurance that we will continue these programs, or that we will be successful in managing exposure to currency exchange rate risks.

***Our reported financial results could be adversely affected by changes in financial accounting standards or by the application of existing or future accounting standards to our business as it evolves.***

Our reported financial results are impacted by the accounting policies promulgated by the SEC and national accounting standards bodies and the methods, estimates, and judgments that we use in applying our accounting policies. Policies affecting software revenue recognition have and could further significantly affect the way we report revenue related to our products and services. We recognize all of the revenue from bundled sales ( *i.e.* , packaged goods video games that include an online service component) on a deferred basis over an estimated online service period for such games. In addition, we defer the costs of sales of those titles. We expect that an increasing number of our games will be online-enabled in the future and we could be required to recognize the related revenue over an extended period of time rather than at the time of sale. Further, as we increase our downloadable content and add new features to our online service, our estimate of the online service period may change and we could be required to recognize revenue, and defer related costs, over a longer period of time. As we enhance, expand and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those relating to the way we account for revenue and taxes, could have an adverse effect on our reported net revenue, net income and earnings per share under accounting principles generally accepted in the United States of America in any given period.

***We may permit our customers to return products and to receive pricing concessions which could reduce net revenues and results of operations.***

We are exposed to the risk of product returns and price protection with respect to our distributors and retailers. Return policies allow distributors and retailers to return defective, shelf-worn, damaged and certain other products in accordance with terms granted. Price protection, when granted and applicable, allows these distributors and retailers a credit against amounts owed with respect to merchandise unsold by them. We may permit product returns from, or grant price protection to, our customers under certain conditions. These conditions may include compliance with applicable payment terms, delivery of weekly inventory and sales, and consistent participation in the launches of premium title releases. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors. When we offer price protection, it may be offered with respect to a particular product to all of our retail customers who meet the applicable conditions. Activision also offers a 90-day limited warranty to its consumer end users that Activision products will be free from manufacturing defects. Although we maintain a reserve for returns and price protection, and although we may place limits on product returns and price protection, we could be forced to accept substantial product returns and provide substantial price protection to maintain our relationships with retailers and our access to distribution channels. Product returns and price protection that exceed our reserves could significantly harm our business and financial results. We face similar issues, including exposure to risk of chargebacks, with respect to consumer end users to whom we sell products directly, whether through Battle.net or otherwise.

***We may face difficulty obtaining access to retail shelf space necessary to market and sell our products effectively.***

Retailers typically have a limited amount of shelf space and promotional resources, and there is intense competition among consumer interactive entertainment software products for high quality retail shelf space and promotional support from retailers. To the extent that the number of products and platforms increases, competition for shelf space may intensify and may require us to increase our marketing expenditures. Those issues are exacerbated to the extent one of our products involves something in addition to software and, as such, requires additional shelf space, like *Skylanders Spyro's Adventure* , which includes both action figures and an electronic "portal". Retailers with limited shelf

space typically devote the most and highest quality shelf space to those products expected to be best sellers. We cannot be certain that our new products will consistently achieve such "best seller" status. Due to increased competition for limited shelf space, retailers and distributors are in an increasingly better position to negotiate favorable terms of sale, including price discounts, price protection, marketing and display fees, and product return policies. Our products constitute a relatively small percentage of most retailers' sales volume. We cannot be certain that retailers will continue to purchase our products or to provide those products with adequate levels of shelf space and promotional support on acceptable terms. A prolonged failure in this regard may significantly harm our business and financial results.

***If our marketing and advertising efforts fail to resonate with our customers, our business and operating results could be adversely affected.***

Our products are marketed worldwide through a diverse spectrum of advertising and promotional programs. Our ability to sell our products and services is dependent in part upon the success of these programs. If the marketing for our products and services fail to resonate with our customers, particularly during the critical holiday season or during other key selling periods, or if advertising rates or other media placement costs increase, these factors could have a material adverse impact on our business and operating results.

***Increased sales of used video game products could lower our sales.***

Certain of our larger customers sell used video games, which are generally priced lower than new video games and do not result in any revenue to the publisher of the games. The market for these games may be growing. Sales of used video games could negatively affect our sales of new video games and have an adverse impact on our operating results.

***Our products are subject to ratings by the Entertainment Software Rating Board and similar agencies. Our failure to obtain our target ratings for our products could negatively impact our sales.***

The Entertainment Software Rating Board (the "ESRB") is a self-regulatory body in the U.S. that provides consumers of interactive entertainment software with ratings information, including information relating to violence, nudity or sexual content contained in software titles. Certain countries other than the U.S. have also established similar rating systems as prerequisites for product sales in those countries. In some countries, a company may be required to modify its products to comply with the requirements of the rating systems, which could delay or disrupt the release of any given product, or may prevent its sale altogether in certain territories. The ESRB rating categories are "Early Childhood" (age three and older), "Everyone" (age six and older), "Everyone 10+" (age 10 and older), "Teen" (age 13 and over), "Mature" (age 17 and over) and "Adults Only". Certain of our titles have received a "Mature" rating; none of our titles has received an "Adults Only" rating. If we are unable to obtain the ratings we have targeted for our products as a result of changes in the ESRB's ratings standards or for other reasons, including the adoption of legislation in this area, our business and prospects could be negatively affected.

***Our business, products, and distribution are subject to increasing regulation of content in key territories. If we do not successfully respond to these regulations, our business may suffer.***

Legislation is continually being introduced that may affect both the content and the distribution of our products. Those laws and regulations vary by territory and may be inconsistent with one another or with our current practices. For example, privacy laws in the U.S. and Europe impose various restrictions on the collection, storage and use of personal information. We may be required to modify certain of our product development processes or alter our marketing strategies to comply with such regulations, which could be costly or delay the release of our products. In addition, many foreign

countries, such as China and Germany, have laws that permit governmental entities to restrict the content and/or advertising of interactive entertainment software or prohibit certain types of content. Further, legislation which attempts to restrict distribution of such products because of the content therein has been introduced at one time or another at the federal and state levels in the U.S. The adoption and enforcement of legislation which restricts the content of our products in the U.S. and other countries in which we do business may harm the sales of our products, as the products we are able to offer to our customers and the size of the potential market for our products may be limited. Failure to comply with any applicable legislation may also result in governmental imposed fines.

***If our products contain defects, our business and reputation could be harmed significantly.***

Software products as complex as the ones we publish may contain undetected errors and defects. This risk is often higher when such products are first introduced or when new versions are first released. Failure to avoid, or to timely detect and correct, such errors or defects could result in loss of, or delay in, market acceptance, and could significantly harm our business, financial results, and reputation.

***A substantial portion of World of Warcraft's subscribers pays their subscription fees using credit cards. Credit card fraud could have a negative impact on our business and operating results.***

A substantial portion of the subscription revenue generated by *World of Warcraft* is paid by subscribers using credit cards. At times, there may be attempts to use fraudulently obtained credit card numbers to pay for *World of Warcraft* upgrades or subscriptions. Additionally, the credit card numbers of *World of Warcraft*'s subscribers are maintained in a proprietary database that may be subject to malicious intrusion by hackers or otherwise compromised internally or externally. As fraudulent schemes become more sophisticated, it may become more difficult and more costly for us to detect credit card fraud and we may be required to incur costs to implement additional security measures to protect subscriber information. An increase in credit card fraud could have an adverse effect on our business, reputation, and operating results. In addition, we may be subject to legal claims or legal proceedings, including regulatory investigations and actions, if there is loss, disclosure or misappropriation of or access to our customers' credit card information.

***Data breaches involving the source code for our products or customer or employee data stored by us could adversely affect our reputation and revenues.***

We store the source code and game assets for our interactive entertainment software products as created. In addition, we store confidential information with respect to our customers and employees. A malicious intrusion by hackers or other breach of the systems on which such source code and assets, account information (including personally identifiable information) and other sensitive data is stored could lead to piracy of our software, fraudulent activity or less, disclosure or misappropriation of or access to our customers' and employees' personally identifiable information or our own sensitive business data. A data intrusion into a server for a game with online features, such as *World of Warcraft*, or a digital service with online features, like *Call of Duty Elite*, could also disrupt the operation of such game or platform. If we are subject to data security breaches, we may have a loss in sales or subscriptions or be forced to pay damages or incur other costs, including from the implementation of additional security measures, any of which could adversely affect profitability. Any damage to our reputation resulting from a data breach could have an adverse impact on our revenues and future growth prospects. In addition, we may be subject to legal claims or proceedings in connection with data security breaches, including regulatory investigations and actions, which may adversely impact our business, operating results and financial condition.



***Our results of operations or reputation may be harmed as a result of offensive consumer-posted content.***

We are subject to risks associated with the collaborative online features in our games which allow consumers to post narrative comment, in real time, which is visible to other players. Despite our efforts to restrict inappropriate consumer content, from time to time objectionable and offensive consumer content may be posted to a gaming or other site with online chat features or game forums which allow consumers to post comments. We may be subject to lawsuits, governmental regulation or restrictions, and consumer backlash (including decreased sales and harmed reputation), as a result of consumers posting offensive content, any of which could harm our operating results. We may also be subject to consumer backlash from comments made in response to postings we make on social media sites such as Facebook, YouTube and Twitter, which could similarly harm our reputation or operating results.

***If one or more of our titles were found to contain objectionable undisclosed content, our business could suffer.***

Throughout the history of the interactive entertainment industry, many video games have been designed to include certain hidden content and gameplay features that are accessible through the use of in-game cheat codes or other technological means that are intended to enhance the gameplay experience. In some cases, such undisclosed content or features has been considered to be objectionable. In a few cases, the ESRB has reacted to discoveries of such undisclosed content and features by changing the rating or associated content descriptors originally assigned to the product, requiring the publisher to change the game or game packaging or resulting in fines to the publisher. Retailers have on occasion reacted to the discovery of such undisclosed content by removing these games from their shelves, refusing to sell them, and demanding that their publishers accept them as product returns. Likewise, some interactive entertainment software consumers have reacted to the revelation of undisclosed content by refusing to purchase such games, demanding refunds for games they have already purchased, refraining from buying other games published by the company whose game contained the objectionable material, and, on at least one occasion, filing a lawsuit against the publisher of the product containing such content.

We have implemented preventive measures designed to reduce the possibility of objectionable undisclosed content from appearing in the video games we publish. Nonetheless, these preventive measures are subject to human error, circumvention, overriding, and reasonable resource constraints. If a video game we publish is found to contain undisclosed content, we could be subject to any of these consequences and our reputation could be harmed, which could have a negative impact on our operating results and financial condition, and our business and financial performance could be significantly harmed.

***We may not be able to adequately adjust our cost structure in a timely fashion in response to a sudden decrease in demand.***

In the event of a significant decline in demand for one or more of our products, we may not be able to reduce personnel or make other changes to our cost structure without disrupting our operations or incurring costs. Further, we may not be able to implement such actions in a timely manner, if at all, to offset an immediate shortfall in revenue and profit. Moreover, cost-reduction actions may decrease our employee morale and result in the failure to execute upon our business plan due to the loss of employees or impact our ability to retain or recruit key employees, any of which could harm our operating results. In addition, any such action may involve the risk that our senior management's attention will be excessively diverted from our other operations, thereby further harming our operating results.

***We engage in strategic transactions and may encounter difficulties in integrating acquired businesses or otherwise realizing the anticipated benefits of the transactions.***

As part of our business strategy, we acquire, make investments in, or enter into strategic alliances and joint ventures with complementary businesses from time to time. These transactions may involve significant risks and uncertainties, including: (A) in the case of an acquisition, (i) the difficulty in integrating the acquired business and operations in an efficient and effective manner, (ii) any liabilities assumed as part of the acquisition, and (iii) the potential loss of key employees of the acquired businesses, and, (B) in the case of an investment, alliance or joint venture, our ability to cooperate with our partner. If any such transaction involves an entity outside of the United States, it may also subject us to the risks and uncertainties of international trade, including the risk that our operations outside the U.S. could be conducted by our employees, contractors, representatives or agents in ways that violate the Foreign Corrupt Practices Act or other similar anti-bribery laws. Further, any such transaction may involve the risk that our senior management's attention will be excessively diverted from our other operations, the risk that our industry does not evolve as anticipated and that any intellectual property or personnel skills acquired do not prove to be those needed for our future success, and the risk that our strategic objectives, cost savings or other anticipated benefits are otherwise not achieved. Any of the foregoing could adversely affect our business and results of operations.

***Our involvement in joint ventures decreases our ability to manage risk.***

We conduct some of our operations through joint ventures in which we share control with our joint venture partners. Although we enter into joint venture arrangements in order to share risks with our joint venture partners, these arrangements may also decrease our ability to manage risk. As with any joint venture arrangement, differences in views among the joint venture participants may result in delayed decisions or in failures to agree on major issues. There is the risk that our joint venture partners may at any time have economic, business or legal interests or goals that are inconsistent with ours. There is also risk that our joint venture partners may be unable to meet their economic or other obligations and we may be required to fulfill those obligations alone. Failure by us, or an entity in which we have a joint venture interest, to adequately manage the risks associated with any joint ventures could have an adverse effect on the financial condition or results of operations of our joint ventures and, in turn, our business and operations.

We anticipate entering into additional joint ventures with other entities. We cannot assure that we will undertake such joint ventures or, if undertaken, that such joint ventures will be successful or produce the anticipated benefits.

***Historically, our stock price has been highly volatile.***

The trading price of our common stock has been, and could continue to be, subject to wide fluctuations in response to many factors, including for example, but without limitation:

- quarter to quarter variations in results of operations;
- the announcement of new products;
- the announcement of lower prices on competing products;
- product development or release schedules;
- general conditions in the computer, software, entertainment, media or electronics industries, and in the worldwide economy;
- timing of the introduction of new platforms and delays in the actual release of new platforms;

- hardware manufacturers' announcements of price changes for hardware platforms;
- consumer acceptance of hardware platforms;
- consumer spending trends;
- the outcome of lawsuits or regulatory investigations in which we may become involved;
- changes in earnings estimates or buy/sell recommendations by analysts;
- sales or acquisitions of common stock by our directors or executive management, or by Vivendi and its affiliates; and
- investor perceptions and expectations regarding our products, plans and strategic position, and those of our competitors and customers.

In addition, the public stock markets have been experiencing extreme price and trading volume volatility. This volatility has significantly affected the market prices of securities of many technology companies for reasons often unrelated to the operating performance of the specific companies. These broad market fluctuations may adversely affect the market price of our common stock.

***Catastrophic events may disrupt our business.***

Our corporate headquarters are located in the Los Angeles, California area, which is near a major earthquake fault. A major earthquake or other catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems, or otherwise prevents us from conducting our normal business operations, could harm our operating results.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

**Item 2. PROPERTIES**

Our principal corporate and administrative offices are located at 3100 Ocean Park Boulevard, Santa Monica, California. Other significant leased facilities include: our Blizzard offices located in Irvine, California and our North America distribution warehouse located in Fresno, California.

The following is a summary of the principal leased offices we maintained as of December 31, 2011:

<u>Purpose</u>	<u>North America</u>	<u>Europe</u>	<u>Asia</u>	<u>Total</u>
	<u>Square footage of leased properties</u>			
Corporate Offices	140,031	9,203	—	149,234
Activision Product Development & Publishing Facilities (Activision Segment)	886,508	70,301	31,665	624,218
Blizzard Product Development & Publishing Facilities (Blizzard Segment)	444,781	187,405	7,617	639,803
Distribution Facilities (Distribution Segment)	—	503,317	—	867,573
Sales offices	18,959	14,991	300	34,250
<b>Total</b>	<u>1,490,279</u>	<u>785,217</u>	<u>39,582</u>	<u>2,315,078</u>

In total, we lease approximately 50 facilities in 19 countries, including the Argentina, Australia, Canada, China, Denmark, France, Germany, Ireland, Italy, Mexico, the Netherlands, Norway, Singapore, South Korea, Spain, Sweden, Taiwan, United States and the United Kingdom. We anticipate no difficulty in extending the leases of our facilities or obtaining comparable facilities in suitable locations, as needed, and we consider our facilities to be adequate for our current needs.

### Item 3. LEGAL PROCEEDINGS

We are currently involved in certain legal proceedings and where liabilities are probable and estimable, we have accrued appropriate amounts.

After concluding an internal human resources inquiry into breaches of contract and insubordination by two senior employees at Infinity Ward, the Company terminated its employment of Jason West and Vince Zampella on March 1, 2010. On March 3, 2010, West and Zampella filed a complaint against the Company in Los Angeles Superior Court for breach of contract and wrongful termination, among other claims. In their complaint, West and Zampella alleged damages, including punitive damages, in excess of \$36 million, an amount they have since significantly increased during discovery, as well as declaratory relief. On April 9, 2010, the Company filed a cross complaint against West and Zampella, asserting claims for breach of contract and fiduciary duty, among other claims. The Company is seeking damages and declaratory relief.

In addition, 38 current and former employees of Infinity Ward filed a complaint against the Company in Los Angeles Superior Court on April 27, 2010 (*Alderman et al. v. Activision Publishing, Inc. et al*). An amended complaint was filed on July 8, 2010, which added seven additional plaintiffs. On October 5, 2010, five plaintiffs, all current employees of Infinity Ward, filed dismissals without prejudice. There are currently 40 plaintiffs in the case. The plaintiffs have asserted claims for breach of contract, violation of the Labor Code of the State of California, conversion and other claims. In their complaint, the plaintiffs claimed that the Company failed to pay bonuses and other compensation allegedly owed to them in an amount at least between \$75 million to \$125 million, plus punitive damages, an amount they have since increased in discovery responses to approximately \$300 million, plus punitive damages. On October 12, 2010, the court consolidated this matter with the West and Zampella matter.

On January 18, 2011, the court granted the Company's motion to amend its cross complaint against West and Zampella to add allegations with respect to them and to add Electronic Arts, Inc. as a party. On January 31, 2011, the case was transferred to the complex division.

Some of the parties have filed, and are likely to file, additional pre-trial motions, including dispositive motions, and discovery continues in the ordinary course of the litigation. The court has set a trial date of May 7, 2012.

The Company has accrued and will continue to accrue appropriate amounts related to bonuses and other monies allegedly owed in connection with this matter. Due to the inherent uncertainties of litigation, other potential outcomes are reasonably possible, including outcomes which are above the amount of the accrual. The Company does not expect this lawsuit to have a material impact on the Company's business, financial condition, results of operation or liquidity. However, an unfavorable resolution of this lawsuit above the amount of the accrual could have a material adverse effect on the Company's business and results of operations in an interim period in which the lawsuit is ultimately resolved.

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 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.

### Item 4. Mine Safety Disclosures

Not applicable

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is quoted on the NASDAQ National Market under the symbol "ATVI."

The following table sets forth, for the periods indicated, the high and low reported sale prices for our common stock. At February 16, 2012, there were 1,813 holders of record of our common stock.

	<u>High</u>	<u>Low</u>
2010		
First Quarter Ended March 31, 2010	\$ 12.18	\$ 9.93
Second Quarter Ended June 30, 2010	12.58	9.99
Third Quarter Ended September 30, 2010	12.09	10.32
Fourth Quarter Ended December 31, 2010	12.65	10.78
2011		
First Quarter Ended March 31, 2011	\$ 12.64	\$ 10.40
Second Quarter Ended June 30, 2011	12.06	10.85
Third Quarter Ended September 30, 2011	12.30	10.40
Fourth Quarter Ended December 31, 2011	14.40	11.60

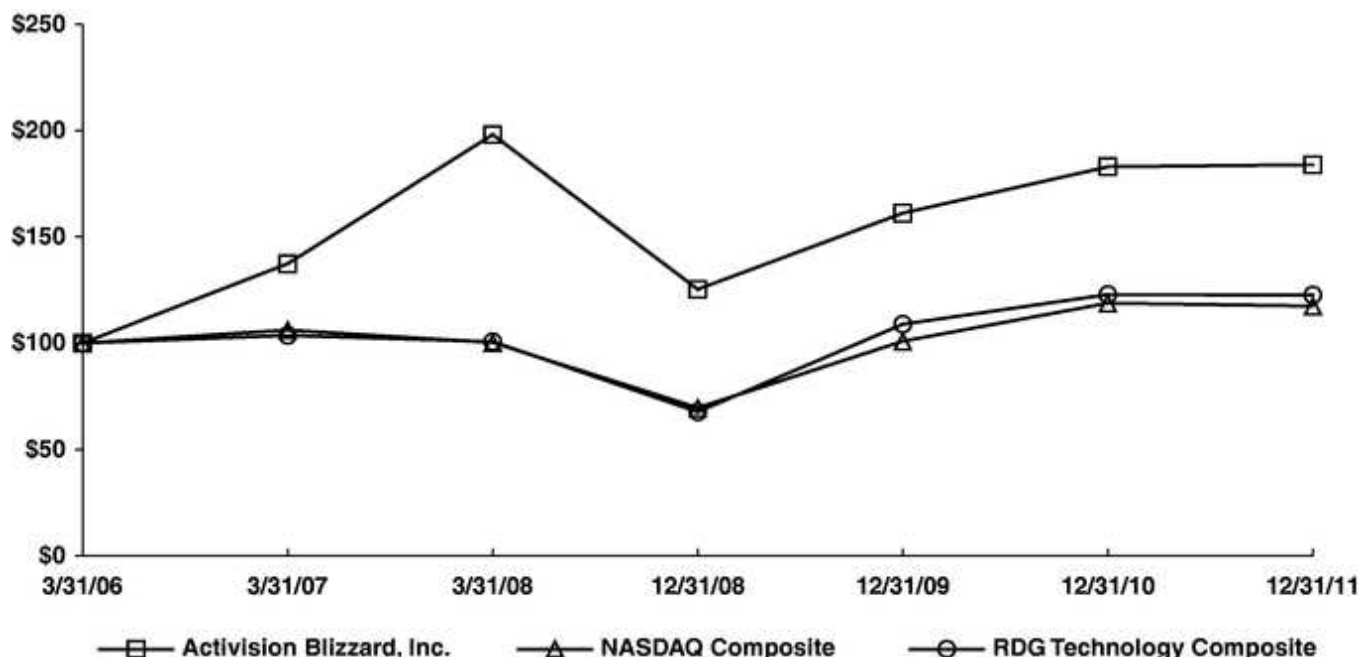
Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Activision Blizzard Inc. under the Exchange Act or the Securities Act of 1933, as amended.

The graph below matches the cumulative 69-month total return of holders of our common stock with the cumulative total returns of the NASDAQ Composite index and the RDG Technology Composite index. The graph assumes that the value of the investment in our common stock and in each of the indexes (including reinvestment of dividends) was \$100 on March 31, 2006 and tracks each such investment through December 31, 2011.

For periods prior to July 9, 2008, before the Business Combination, the share price information for the Company is for Activision, Inc. In connection with the Business Combination, Activision, Inc. changed its name to Activision Blizzard, Inc. and changed its fiscal year end from March 31 to December 31.

**COMPARISON OF 69 MONTH CUMULATIVE TOTAL RETURN\***  
Among Activision Blizzard, Inc., the NASDAQ Composite Index,  
and the RDG Technology Composite Index



\* 100 invested on 3/31/06 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

	3/06	3/07	3/08	12/08	12/09	12/10	12/11
<b>Activision Blizzard, Inc.</b>	<b>100.00</b>	<b>137.35</b>	<b>198.04</b>	<b>125.31</b>	<b>161.13</b>	<b>182.91</b>	<b>183.90</b>
<b>NASDAQ Composite</b>	<b>100.00</b>	<b>106.12</b>	<b>100.26</b>	<b>69.58</b>	<b>100.89</b>	<b>118.80</b>	<b>117.43</b>
<b>RDG Technology Composite</b>	<b>100.00</b>	<b>103.63</b>	<b>100.69</b>	<b>67.68</b>	<b>108.89</b>	<b>122.84</b>	<b>122.60</b>

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

#### *Cash Dividends*

On February 9, 2012, our Board of Directors declared a cash dividend of \$0.18 per common share payable on May 16, 2012 to shareholders of record at the close of business on March 21, 2012.

On February 9, 2011, our Board of Directors declared a cash dividend of \$0.165 per common share payable on May 11, 2011 to shareholders of record at the close of business on March 16, 2011, and on May 11, 2011, we made an aggregate cash dividend payment of \$192 million to such shareholders. On August 12, 2011, the Company made dividend equivalent payments of \$2 million related to that cash dividend to the holders of restricted stock units.

On February 10, 2010, our Board of Directors declared a cash dividend of \$0.15 per common share payable on April 2, 2010 to shareholders of record at the close of business on February 22, 2010 and on April 2, 2010, we made an aggregate cash dividend payment of \$189 million to such shareholders. Additionally, on October 22, 2010, the Company made dividend equivalent payments of \$2 million related to that cash dividend to the holders of restricted stock units.

We did not pay cash dividends in 2009. Future dividends will depend upon our earnings, financial condition, cash requirements, future prospects, and other factors deemed relevant by our Board of Directors. There can be no assurances that dividends will be declared in the future.

#### *Return of capital to Vivendi related to settlement of pre-Business Combination taxes*

Prior to the Business Combination, Vivendi Games' income taxes are presented in the financial statements as if Vivendi Games were a stand-alone taxpayer even though Vivendi Games' operating results are included in the consolidated federal, certain foreign, and state and local income tax returns of Vivendi or Vivendi's subsidiaries. Based on the subsequent filing of these tax returns by Vivendi or Vivendi's subsidiaries, we determined that the amount paid by Vivendi Games was greater than the actual amount due (and settled) based upon filing of these returns. This difference between the amount paid and the actual amount due (and settled) represents a return of capital to Vivendi which, in accordance with the terms of the Business Combination agreement, occurred immediately prior to the close of the Business Combination.

*Issuer Purchase of Equity Securities (amounts in millions, except number of shares and per share data)*

The following table provides the number of shares purchased and average price paid per share during each quarter of 2011, the total number of shares purchased as part of our publicly announced share repurchase programs, and the approximate dollar value of shares that could still be purchased under our \$1.5 billion stock repurchase program as of the end of each relevant period.

Period	Total number of shares purchased(1)(2)(3)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs(1)(2)	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions)
January 1, 2011— March 31, 2011	29,425,935	\$ 10.95	29,425,935	\$ 1,178,799,876
April 1, 2011— June 30, 2011	14,089,448	11.21	14,089,448	1,020,884,422
July 1, 2011— September 30, 2011	1,991,457	11.61	1,991,457	997,758,050
October 1, 2011— October 31, 2011	1,094,364	11.91	1,094,364	984,727,826
November 1, 2011— November 30, 2011	2,625,000	11.89	2,625,000	953,520,526
December 1, 2011— December 31, 2011	10,266,232	12.05	10,266,232	829,862,703
Subtotal for the fourth quarter of 2011	13,985,596	12.00	13,985,596	
Total	<u>59,492,436</u>	<u>\$ 11.28</u>	<u>59,492,436</u>	

- (1) These purchases were made pursuant to the stock repurchase program (the "2011 Stock Repurchase Program") authorized by our Board of Directors on February 3, 2011 and announced on February 9, 2011 pursuant to which we may repurchase up to \$1.5 billion of our common stock from time to time on the open market or in private transactions, including structured or accelerated transactions, on terms and conditions to be determined by the Company, until the earlier of March 31, 2012 and a determination by the Board of Directors to discontinue the repurchase program. In addition to the repurchases in the table, in January 2012, we settled the purchase of 1 million shares of our common stock that we had committed to repurchase in December 2011 pursuant to the 2011 Stock Repurchase Program for \$12 million.
- (2) In addition to purchases under the 2011 Stock Repurchase Program, included in this column are transactions under the Company's equity compensation plans involving the delivery to the Company of an aggregate of 94,550 shares of our common stock, with an average value of \$10.92 per share as of the date of delivery, to satisfy tax withholding obligations in connection with the vesting of restricted stock awards to our employees.
- (3) This table excludes a \$22 million purchase of 1.8 million shares of our common stock that we had agreed to repurchase in December 2010 pursuant to a stock repurchase program under which we were authorized to repurchase up to \$1 billion of the Company's common stock until December 31, 2010.

On February 2, 2012, our Board of Directors authorized a stock repurchase program pursuant to which we may repurchase up to \$1 billion of the Company's common stock from time to time on the open market or in private transactions, including structured or accelerated transactions, on terms and conditions to be determined by the Company, during the period between April 1, 2012 and the earlier of March 31, 2013 and a determination by the Board of Directors to discontinue the repurchase program.



**Item 6. SELECTED FINANCIAL DATA**

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, Inc. (see Note 1 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K). Therefore, 2011, 2010, 2009 and 2008 financial data is not comparable with prior periods.

The following table summarizes certain selected consolidated financial data, which should be read in conjunction with our Consolidated Financial Statements and Notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K. The selected consolidated financial data presented below at and for each of the years in the five-year period ended December 31, 2011 is derived from our Consolidated Financial Statements. All amounts set forth in the following tables are in millions, except per share data.

	For the Years Ended December 31,				
	2011	2010	2009	2008	2007
<b>Statement of Operations Data:</b>					
Net Revenues	\$ 4,755	\$ 4,447	\$ 4,279	\$ 3,026	\$ 1,349
Net income (loss)	1,085	418(1)	113(2)	(107)	227
Basic net income (loss) per share(3)	0.93	0.34	0.09	(0.11)	0.38
Diluted net income (loss) per share(3)	0.92	0.33	0.09	(0.11)	0.38
Cash dividends declared per share(4)	0.165	0.15	—	—	—
<b>Balance Sheet Data:</b>					
Total assets	\$ 13,277	\$ 13,447	\$ 13,742	\$ 14,465	\$ 879

- (1) In the fourth quarter of 2010, we recorded \$326 million of impairment charges within our Activision segment. These charges consisted of impairments of \$67 million, \$9 million and \$250 million to license agreements, game engines and internally developed franchises intangible assets, respectively.
- (2) In the fourth quarter of 2009, we recorded \$409 million of impairment charges within our Activision segment. These charges consisted of impairments of \$24 million, \$12 million and \$373 million to license agreements, game engines and internally developed franchise intangible assets, respectively.
- (3) *Stock Split* —In July 2008, the Board of Directors declared a two-for-one split of our outstanding shares of common stock effected in the form of a stock dividend. The stock dividend was issued on September 5, 2008 to shareholders of record at the close of business on August 25, 2008.
- (4) *Cash Dividends* —On February 9, 2012, our Board of Directors declared a cash dividend of \$0.18 per share to be paid on May 16, 2012 to shareholders of record at the close of business on March 21, 2012. On February 9, 2011, our Board of Directors declared a cash dividend of \$0.165 per share to be paid on May 11, 2011 to shareholders of record at the close of business on March 16, 2011. On February 10, 2010, our Board of Directors declared a cash dividend of \$0.15 per common share payable on April 2, 2010 to shareholders of record at the close of business on February 22, 2010. Future dividends will depend upon our earnings, financial condition, cash requirements, future prospects and other factors deemed relevant by our Board of Directors. There can be no assurances that dividends will be declared in the future. Prior to the cash dividend declared in February 2010, the Company had never paid a cash dividend.

## **Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Business Overview**

Activision Blizzard, Inc. is a worldwide online, personal computer ("PC"), console, handheld, and mobile 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 conduct our business through three operating segments as follows:

#### *Activision Publishing, Inc.*

Activision Publishing, Inc. ("Activision") is a leading international developer and publisher of interactive software products and content. Activision develops games based on both internally-developed and licensed intellectual property. Activision markets and sells games it develops and, through our affiliate label program, games developed by certain third-party publishers. We sell games both through retail channels and by digital download. Activision currently offers games that operate on the Sony Computer Entertainment, Inc. ("Sony") PlayStation 3 ("PS3"), Nintendo Co. Ltd. ("Nintendo") Wii ("Wii"), and Microsoft Corporation ("Microsoft") Xbox 360 ("Xbox 360") console systems; the Nintendo Dual Screen handheld game systems; the PC; Apple iOS devices and other handheld and mobile devices.

#### *Blizzard Entertainment, Inc.*

Blizzard Entertainment, Inc. ("Blizzard") is the leader in the subscription-based massively multi-player online role-playing game ("MMORPG") category in terms of both subscriber base and revenues generated through its World of Warcraft franchise, which it develops, supports, and hosts. Blizzard also develops, markets and sells role-playing action and strategy PC-based computer games, including games in the multiple-award winning Diablo ® and StarCraft ® franchises. Blizzard also maintains a proprietary online-game related service, Battle.net ® . Blizzard distributes its products and generates revenues worldwide through various means, including: subscriptions (which consist of fees from individuals playing *World of Warcraft* ® , prepaid cards and other value-added service revenues such as realm transfers, faction changes, and other character customizations within the *World of Warcraft* gameplay); retail sales of physical "boxed" products; online download sales of PC products; and licensing of software to third-party or related party companies that distribute *World of Warcraft* and *StarCraft*.

#### *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.

### **Business Results and Highlights**

In 2011, Activision Blizzard's consolidated net revenues were \$4.8 billion and consolidated net income was \$1.1 billion, resulting in diluted earnings per common share of \$0.92. The Company grew net revenues, operating income, and earnings per share as compared to 2010. We also generated \$952 million in cash from operating activities in 2011. Net revenues from digital online channels (as defined later in this filing) increased 14% year-over-year to \$1.6 billion, accounting for 34% of the Company's total consolidated net revenues.

Also, according to The NPD Group with respect to North America, Charttrack and Gfk with respect to Europe, and Microsoft, Sony and Activision Blizzard internal estimates, during 2011:

- Activision Publishing was the #1 console and handheld publisher in the U.S. and Europe for the fourth quarter of 2011 and the #1 console and handheld publisher in the U.S. for the calendar year.
- For the calendar year, in aggregate across all platforms in North America and Europe, Activision Publishing's *Call of Duty*® : *Modern Warfare 3*® was the #1 best-selling title in dollars, and *Call of Duty: Black Ops*® was the #5 best-selling title in dollars.
- In North America and Europe, including accessory packs and figures, *Skylanders Spyro's Adventure*™ was the #8 best-selling game in dollars for the fourth quarter of 2011 and the #1 selling kids' title in dollars for the calendar year. Additionally, in North America, including accessory packs and figures, *Skylanders Spyro's Adventure* was the #10 best-selling title in dollars for the calendar year.
- For the calendar year, Blizzard Entertainment had two top-10 PC games in North America and Europe with *StarCraft II: Wings of Liberty*® and *World of Warcraft: Cataclysm*® .

#### Additional Highlights

On February 2, 2012, our Board of Directors authorized a new stock repurchase program under which we may repurchase up to \$1 billion of our common stock, on terms and conditions to be determined by the Company, during the period between April 1, 2012 and the earlier of March 31, 2013 or a determination by the Board of Directors to discontinue the repurchase program.

On February 9, 2012, the Board of Directors declared a cash dividend of \$0.18 per common share to be paid on May 16, 2012 to shareholders of record at the close of business on March 21, 2012.

On February 3, 2011, our Board of Directors authorized a new stock repurchase program (the "2011 Stock Repurchase Program") under which we may repurchase up to \$1.5 billion of our common stock until the earlier of March 31, 2012 or a determination by the Board of Directors to discontinue the repurchase program. As of December 31, 2011, we have repurchased 59 million shares of common stock under this program at an aggregate purchase price of approximately \$670 million. Additionally, in January 2012, we settled the purchase of 1 million shares of our common stock that we had committed to repurchase in December 2011 pursuant to the 2011 Stock Repurchase Program for \$12 million. In January 2011, we settled a \$22 million purchase of 1.8 million shares of our common stock that we had agreed to repurchase in December 2010 pursuant to a stock repurchase program under which, until December 31, 2010, we were authorized to repurchase up to \$1 billion of our common stock.

On February 9, 2011, the Board of Directors declared a cash dividend of \$0.165 per common share to be paid on May 11, 2011 to shareholders of record at the close of business on March 16, 2011. On May 11, 2011, we made an aggregate cash dividend payment of \$192 million to such shareholders. On August 12, 2011, we made dividend equivalent payments of \$2 million related to this cash dividend to the holders of restricted stock units.

#### Product Release Highlights

The following games, among other titles, were released during the year ended December 31, 2011:

Activision:

- *Cabela's*® *Adventure Camp*
- *Cabela's*® *Big Game Hunter*™ 2012
- *Cabela's*® *Big Game Hunter*™ *Hunting Party*
- *Nascar*® *The Game 2011*™
- *Rapala*® *for Kinect*™
- *Skylanders Spyro's Adventure*

- *Cabela's® Survival: Shadows of Katmai™*
- *Call of Duty: Black Ops* content packs
- *Call of Duty Elite*
- *Call of Duty: Modern Warfare 3*
- *GoldenEye 007™: Reloaded*
- *Lego Star Wars III* (a Lucas Arts title)
- *Spiderman: Edge of Time*
- *Transformers™: Dark of the Moon™*
- *X-Men: Destiny*
- *Wipeout: In the Zone*
- *Wipeout: Season 2*

In 2011, we launched *Skylanders Spyro's Adventure*, a game that combines the use of toys with video games, delivering a new game play experience to our audiences. We also debuted *Call of Duty Elite*, a digital service that provides both free and paid subscription-based content and features for the Call of Duty franchise.

In March 2012, Activision expects to release the first *Call of Duty Modern Warfare 3 Content Collection*, a compilation of content previously released to *Call of Duty Elite* premium members, on the Xbox 360. In April 2012, we also plan to release *Prototype @ 2*, the sequel to our popular open-world action game that was originally released in 2009.

Recently, Blizzard has announced its intention to ship *Diablo III* in the second quarter of 2012, released a trailer showcasing the multiplayer aspect of its *StarCraft II* expansion, *Heart of the Swarm*, and announced plans for the fourth *World of Warcraft* expansion pack— *World of Warcraft: Mists of Pandaria*. In addition to developing these games, Blizzard is currently developing a new massive multiplayer online game.

### *International Operations*

International sales are a fundamental part of our business. Net revenues from international sales accounted for approximately 50%, 46%, and 48% of our total consolidated net revenues for the years ended December 31, 2011, 2010 and 2009, respectively. We maintain significant operations in the United States ("U.S."), Canada, the United Kingdom ("U.K."), France, Germany, Ireland, Italy, Sweden, Spain, the Netherlands, Australia, South Korea and China. An important element of our strategy is to develop content locally that is specifically directed toward local cultures and customs to succeed internationally. Our international business is subject to risks typical of an international business, including, but not limited to, foreign currency exchange rate volatility. Accordingly, our future results could be materially and adversely affected by changes in foreign currency exchange rates.

## **Management's Overview of Business Trends**

### *Online Content and Digital Downloads*

We provide our products through both the retail channel and through digital online delivery methods. Many of our video games that are available through retailers as physical "boxed" software products, such as DVDs, are also available through direct digital download over the Internet (both from websites that we own and sites owned by third parties). We also offer downloadable content as add-ons to our products (e.g., new multi-player content packs). Such digital online-delivered content is generally offered to consumers for a one-time fee.

We also offer subscription-based services for *World of Warcraft*, which are digitally delivered and hosted by Blizzard's proprietary online-game related service, Battle.net. In November 2011, we launched *Call of Duty Elite*, a digital service that provides both free and paid subscription-based content and features for the Call of Duty franchise. Digital revenues have become an increasingly important part of our business and we continue to focus on and develop products that can be delivered via digital online channels. We currently define digital online channel-related sales as revenues from subscriptions and memberships, licensing royalties, value-added services, downloadable content, digitally distributed

products and wireless devices. This definition may differ from that used by our competitors or other companies.

We experienced year-over-year growth of net revenues from the digital channel as a percentage of our total net revenues. For the year ended December 31, 2011, our sales through the digital channel grew by \$200 million, as compared to 2010. Furthermore our net revenues from digital online channels represent 34% of our total consolidated net revenues in 2011 as compared to 32% in 2010. Based on our internal estimates, industry sales through digital channel in 2011 were up double digits as compared to 2010. These estimates indicate that the increase in revenues from the digital channel more than offset the weakness in the retail channel, resulting in an increase in revenues in the total video games market of 7% year-over-year. We include downloadable games and content, massively multiplayer online subscriptions and value-added services, membership revenues and mobile and social games in our estimates of revenues from this digital channel.

Please refer to the reconciliation between GAAP and non-GAAP financial measures later in this document for further discussions of retail and digital channels.

#### *Conditions in the Retail Distribution Channels*

Conditions in the retail channel of the video game industry remained challenging through 2011. In the U.S. and Europe, retail sales within the industry experienced a decrease of 5% for the year ended December 31, 2011, as compared to 2010, according to The NPD Group, Chartrack and Gfk. The majority of the overall decline is attributable to the reduced demand for Nintendo Wii and handheld platform products, which declined by 20% year-over-year, while sales for high-definition platforms ( *i.e.* , Xbox 360 and PS3) increased by 9% in that same period, according to The NPD Group, Chartrack and Gfk. Our results have been less impacted by the overall decline in retail software sales than the industry as a whole. This is primarily due to the concentration of our more focused slate of titles on products for high-definition platforms and an increasing portion of our revenues coming from digital channels.

#### *Current Generation of Game Consoles*

The current generation of game consoles began with Microsoft's launch of the Xbox 360 in 2005, and continued in 2006 when Sony and Nintendo launched the PS3 and the Wii, respectively. Overall console sales remained strong in 2011, with an installed base of current generation hardware (i.e. Xbox 360, PS3 and Wii) in the U.S. and Europe of approximately 166 million units as of December 31, 2011, as compared to 138 million units at December 31, 2010, representing an increase of 20% in units year-over-year, according to The NPD Group, with respect to North America, and Chartrack and Gfk, with respect to Europe. The installed base of PS3 and Xbox 360 hardware units increased 27% year-over-year, while the installed base of Wii hardware units increased 13% year-over-year. Nintendo announced in June 2011 that they expect to release a new high-definition version "next generation" console, the Wii U, during the 2012 holiday season. We continually monitor game console sales when managing our product delivery on each platform in a manner we believe to be most effective to maximize our revenue opportunities and achieve the desired return on our investments in product development.

#### *Concentration of Top Titles*

The concentration of retail revenues among key core titles has continued as a trend in the overall interactive software industry. According to The NPD Group, the top 10 titles accounted for 26% of the sales in the U.S. video game industry in 2011 as compared to 23% in 2010. Similarly, a significant portion of our revenues has historically been derived from video games based on a few popular franchises and these video games are responsible for a disproportionately high percentage of our

profits. For example, the three key franchises of Call of Duty, World of Warcraft, and Skylanders accounted for approximately 73% of our net revenues, and a significantly higher percentage of our operating income, in 2011. We expect that a limited number of popular franchises will continue to produce a disproportionately high percentage of the industry and our revenues and profits.

### Seasonality

The interactive entertainment industry is highly seasonal. We have historically experienced our highest sales volume in the year-end holiday buying season, which occurs in the fourth quarter. We defer the recognition of a significant amount of net revenue related to our software titles containing online functionality that constitutes a more-than-inconsequential separate service deliverable over an extended period of time (i.e., typically six months to less than a year). As a result, the quarter in which we generate the highest sales volume may be different than the quarter in which we recognize the highest amount of net revenue. Our results can also vary based on, but not limited to, a number of factors such as, title release date, consumer demand, market conditions and shipment schedule.

### Consolidated Statements of Operations Data

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):

	For the Years Ended December 31,					
	2011		2010		2009	
<b>Net revenues:</b>						
Product sales	\$ 3,257	68%	\$ 3,087	69%	\$ 3,080	72%
Subscription, licensing, and other revenues	1,498	32	1,360	31	1,199	28
Total net revenues	4,755	100	4,447	100	4,279	100
<b>Costs and expenses:</b>						
Cost of sales—product costs	1,134	24	1,350	31	1,432	33
Cost of sales—online subscriptions	238	5	241	5	212	5
Cost of sales—software royalties and amortization	218	5	338	8	348	8
Cost of sales—intellectual property licenses	165	3	197	4	315	7
Product development	646	14	635	14	627	15
Sales and marketing	545	11	516	12	544	13
General and administrative	456	10	375	8	395	9
Impairment of intangible assets	—	—	326	7	409	10
Restructuring	25	—	—	—	23	1
Total costs and expenses	3,427	72	3,978	89	4,305	101
Operating income (loss)	1,328	28	469	11	(26)	(1)
Investment and other income, net	3	—	23	1	18	1
Income (loss) before income tax expense	1,331	28	492	12	(8)	—
Income tax expense (benefit)	246	5	74	2	(121)	(3)
Net income	\$ 1,085	23%	\$ 418	10%	\$ 113	3%

### Operating Segment Results

Our operating segments are consistent with our internal organizational structure, the manner in which our operations are reviewed and managed by our Chief Executive Officer, who is 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. We do not aggregate operating segments.

The CODM reviews segment performance exclusive of the impact of the change in deferred net revenues and related cost of sales with respect to certain of our online-enabled games, stock-based compensation expense, restructuring expense, amortization of intangible assets and impairment of intangible assets, and goodwill. The CODM does not review any information regarding total assets on an operating segment basis, and accordingly, no disclosure is made with respect thereto. Information on the operating segments and reconciliations of total segment net revenues and total segment income (loss) from operations to consolidated net revenues and income (loss) before income tax expense from external customers for the years ended December 31, 2011, 2010, and 2009 are presented in the table below (amounts in millions).

	For the Years Ended December 31,				
	2011	2010	2009	Increase/ (decrease) 2011 v 2010	Increase/ (decrease) 2010 v 2009
<b>Segment net revenues:</b>					
Activision	\$ 2,828	\$ 2,769	\$ 3,156	\$ 59	\$ (387)
Blizzard	1,243	1,656	1,196	(413)	460
Distribution	418	378	423	40	(45)
Operating segment net revenue total	<u>4,489</u>	<u>4,803</u>	<u>4,775</u>	<u>(314)</u>	<u>28</u>
<b>Reconciliation to consolidated net revenues:</b>					
Net effect from deferral of net revenues	266	(356)	(497)	622	141
Other	—	—	1	—	(1)
Consolidated net revenues	<u>\$ 4,755</u>	<u>\$ 4,447</u>	<u>\$ 4,279</u>	<u>\$ 308</u>	<u>\$ 168</u>
<b>Segment income from operations:</b>					
Activision	\$ 851	\$ 511	\$ 663	\$ 340	\$ (152)
Blizzard	496	850	555	(354)	295
Distribution	11	10	16	1	(6)
Operating segment income from operations total	<u>1,358</u>	<u>1,371</u>	<u>1,234</u>	<u>(13)</u>	<u>137</u>
<b>Reconciliation to consolidated operating income (loss) and consolidated income (loss) before income tax expense:</b>					
Net effect from deferral of net revenues and related cost of sales	183	(319)	(383)	502	64
Stock-based compensation expense	(103)	(131)	(154)	28	23
Restructuring	(26)	(3)	(23)	(23)	20
Amortization of intangible assets	(72)	(123)	(259)	51	136
Impairment of goodwill/intangible assets	(12)	(326)	(409)	314	83
Integration and transaction costs	—	—	(24)	—	24
Other	—	—	(8)	—	8
Consolidated operating income (loss)	<u>1,328</u>	<u>469</u>	<u>(26)</u>	<u>859</u>	<u>495</u>
Investment and other income, net	3	23	18	(20)	5
Consolidated income (loss) before income tax expense	<u>\$ 1,331</u>	<u>\$ 492</u>	<u>\$ (8)</u>	<u>\$ 839</u>	<u>\$ 500</u>

For better understanding of the differences in presentation between our segment results and the consolidated results, the following explains the nature of each reconciling item.

*Net Effect from Deferral of Net Revenues and Related Cost of Sales*

We have determined that some of our game's online functionality represents an essential component of gameplay and as a result a more-than-inconsequential separate deliverable. As such, we are required to recognize the revenues of these game titles over the estimated service periods, which may range from a minimum of five months to a maximum of less than a year. The related cost of sales is deferred and recognized as the related revenues are recognized. In the table on the previous page, we present the amount of net revenues and related cost of sales separately for each period as a result of the accounting treatment.

*Stock-Based Compensation Expense*

We expense our stock-based awards using the grant date fair value over the vesting periods of the stock awards. In the case of liability awards, the liability is subject to revaluation based on the stock price at the end of the relevant period. Included within stock-based compensation are the net effects of capitalization, deferral, and amortization.

*Restructuring*

On February 3, 2011, the Company's Board of Directors authorized a restructuring plan (the "2011 Restructuring") involving a focus on the development and publication of a reduced slate of titles on a going-forward basis, including the discontinuation of the development of music-based games, the closure of the related business unit and the cancellation of other titles then in production, along with a related reduction in studio headcount and corporate overhead. The costs related to the 2011 Restructuring activities included severance costs, facility exit costs, and exit costs from the cancellation of projects. The 2011 Restructuring charges for the year ended December 31, 2011 were \$25 million, which is reflected in a separate caption "Restructuring expenses" on our consolidated statement of operations. The 2011 Restructuring was completed as of December 31, 2011 and we do not expect to incur significant additional restructuring expenses relating thereto.

In 2008, we implemented an organizational restructuring plan as a result of the Business Combination. This organizational restructuring was to integrate different operations and to streamline the combined Activision Blizzard organization. The costs related to the restructuring activities included severance costs, facility exit costs, write offs of assets and liabilities and exit costs from the cancellation of projects. For the year ended December 31, 2011, expense related to the organizational restructuring was \$1 million and has been reflected in the "General and administrative expense" in the consolidated statement of operations. The organizational restructuring activities as a result of the Business Combination were completed as of December 31, 2011 and we do not expect to incur additional restructuring expenses relating thereto.

*Amortization of Intangible Assets*

All of our intangible assets are the result of the Business Combination and other acquisitions. We amortize the intangible assets over their estimated useful lives based on the pattern of consumption of the underlying economic benefits. The amount presented in the table represents the effect of the amortization of intangible assets as well as other purchase price accounting adjustments, where applicable, in our consolidated statements of operations.

*Impairment of Goodwill/Intangible Assets*

We recorded a non-cash charge of \$12 million related to the impairment of goodwill of our Distribution reporting unit for the year ended December 31, 2011, reflecting a continuing shift in the



distribution of interactive entertainment software from retail distribution channels to digital distribution channels. Furthermore, we recorded a non-cash impairment charge on finite-lived intangible assets of \$326 million and \$409 million for the years ended December 31, 2010 and 2009, respectively, reflecting a continuing weaker environment for the casual game and music genres.

#### *Integration and Transaction Costs*

These costs were incurred to effect the Business Combination and included activities such as merging systems and streamlining the business processes of the combined company of Activision Blizzard. We do not expect any further costs relating to this item going forward as we have completed our integration and transaction activities.

#### *Segment Net Revenues*

##### Activision

Activision's net revenues increased for 2011 as compared to 2010, primarily due to:

- Strong performance from *Call of Duty: Modern Warfare 3*, which was released in the fourth quarter of 2011;
- Strong digital performance from the increased sales of downloadable content packs associated with *Call of Duty: Black Ops* that were released in 2011 as compared to the downloadable content packs associated with *Call of Duty: Modern Warfare 2*® that were released in 2010;
- The release of *Skylanders Spyro's Adventure* in the fourth quarter of 2011;
- The release of *Lego Star Wars III*, which we published on behalf of Lucas Arts in Europe and certain countries in Asia Pacific; and
- Benefits from foreign exchange as compared to the prior year.

The increases were partially offset by lower revenues as a result of:

- The more focused release schedule in 2011 than in 2010. In 2011, Activision released nine key titles as compared to the release of twelve key titles in 2010; and
- Lower catalogue sales of games in the music and casual games genre.

For 2010, net revenues from the Activision segment decreased as compared to 2009 primarily due to:

- The release of fewer key titles in 2010 than in 2009 and weaker sales of games in the music and casual genres. In 2010, Activision released twelve key titles compared to the release of sixteen key titles in 2009; and
- *Blur* and *Singularity*, two new intellectual properties that were released in the second quarter of 2010, had only limited market success. While establishing successful new intellectual properties has always been difficult, the economic environment made it particularly challenging in 2010.

The decreases were partially offset by the:

- Strong performance from *Call of Duty: Black Ops*, which was released in the fourth quarter of 2010;
- Continued strong performance of *Call of Duty: Modern Warfare 2*, which was released in November 2009; and
- The launch of *Call of Duty: Modern Warfare 2* downloadable content packs in 2010.

## Blizzard

Blizzard's net revenues decreased for 2011 as compared to 2010, primarily due to:

- No new titles released in 2011 as compared to 2010 when *World of Warcraft: Cataclysm* was released in the fourth quarter of 2010 and *StarCraft II: Wings of Liberty* was released in the third quarter of 2010; and
- A decline in *World of Warcraft's* subscriber base during 2011. With the launch of *World of Warcraft: Cataclysm*, in the fourth quarter of 2010, the subscriber base reached a new peak at more than 12 million subscribers at December 31, 2010. Since that time, the subscriber base has trended downward, and was approximately 10.2 million subscribers at December 31, 2011.

These decreases were partially offset by benefits from foreign exchange as compared to prior year.

Blizzard's net revenues increased for 2010 as compared to 2009 primarily as a result of:

- The release of *World of Warcraft: Cataclysm* in the fourth quarter of 2010;
- The release of *StarCraft II: Wings of Liberty* in the third quarter of 2010;
- Growth in sales of value-added services related to *World of Warcraft* ;
- The China region business being back "on line" for the full year of 2010; and
- The successful launch of *World of Warcraft: Wrath of the Lich King* in China in August 2010.

## Distribution

Distribution's net revenues increased in 2011 as compared to 2010, primarily due to additional customer sales opportunities in the U.K. and benefits from foreign exchange as compared to prior year.

Distribution's net revenues decreased in 2010 as compared to 2009, primarily due to the weakness in the interactive software industry in the U.K., resulting in lower sales from U.K. independent retailers and warehousing services.

## *Segment Income from Operations*

## Activision

Activision's operating income increased in 2011 as compared to 2010, primarily due to:

- A more focused release of products that delivered higher operating margins;
- Increased digital sales of Call of Duty's digital content, resulting in high operating margins; and
- Reduction of operating expenses resulting from the restructuring activities implemented in 2011.

These positive impacts on operating income were partially offset by:

- An increase in sales and marketing expenses to support the launch of *Skylanders Spyro's Adventure*, *Call of Duty: Modern Warfare 3* and *Call of Duty Elite* ; and
- Additional litigation activities and settlement of lawsuits.

Activision's operating income decreased in 2010 as compared to 2009, primarily due to:

- The release of fewer key titles in 2010 than in 2009 and weaker sales of games in the music and casual genres;
- Limited market success of two new intellectual properties, *Blur* and *Singularity* ; and
- Higher inventory obsolescence of peripherals and write offs as a result of cancellations of certain titles ( e.g., a Guitar Hero title that had been planned for release in 2011 and *True Crime: Hong Kong* ).



These negative impacts on operating income were partially offset by:

- Stronger performance from our *Call of Duty* franchise in both retail and digital channels;
- A positive shift in the sales mix to higher-margin digital products;
- Lower sales and marketing expenses as a result of fewer releases; and
- Savings realized from headcount reductions within certain administrative functions in the first quarter of 2010.

### Blizzard

Blizzard's operating income decreased for 2011 as compared to 2010 primarily due to lower revenues as described above.

These negative impacts on operating income were partially offset by:

- A decrease in sales and marketing expenses, as higher sales and marketing expenses were incurred in 2010 to support the release of *World of Warcraft: Cataclysm* in the fourth quarter and *StarCraft II: Wings of Liberty* in the third quarter; and
- Lower customer support costs incurred.

Blizzard's operating income increased for 2010 as compared to 2009 primarily due to:

- The release of *World of Warcraft: Cataclysm* in the fourth quarter of 2010 and *StarCraft II: Wings of Liberty* in the third quarter of 2010;
- An increase in sales of value-added services related to *World of Warcraft*; and
- The China region business being back "on line" for full year of 2010 and the successful launch of *World of Warcraft: Wrath of the Lich King* in China in August 2010.

### **Non-GAAP Financial Measures**

The analysis of revenues by distribution channel is presented both on a GAAP (including the impact from change in deferred revenues) and non-GAAP (excluding the impact from change in deferred revenues) basis. We use this non-GAAP measure internally when evaluating our operating performance, when planning, forecasting and analyzing future periods, and when assessing the performance of our management team. We believe this is appropriate because this non-GAAP measure enables an analysis of performance based on the timing of actual transactions with our customers, which is consistent with the way the Company is measured by investment analysts and industry data sources, and facilitates comparison of operating performance between periods. In addition, excluding the impact from change in deferred net revenue provides a much more timely indication of trends in our sales and other operating results. While we believe that this non-GAAP measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant to be considered in isolation from, as a substitute for, or as more important than, the related financial information prepared in accordance with GAAP. In addition, this non-GAAP financial measure may not be the same as any non-GAAP measure presented by another company. This non-GAAP financial measure has limitations in that it does not reflect all of the items associated with our GAAP revenues. We compensate for the limitations resulting from the exclusion of the change in deferred revenues by considering the impact of that item separately and by considering our GAAP, as well as non-GAAP, revenues.

## Results of Operations—Years Ended December 31, 2011, 2010, and 2009

## Non-GAAP Financial Measures

We currently define digital online channels-related sales as revenues from subscriptions and memberships, licensing royalties, value-added services, downloadable content, digitally distributed products, and wireless devices.

The following table provides reconciliation between GAAP and non-GAAP net revenues by distribution channel for the years ended December 31, 2011, 2010, and 2009 (amounts in millions):

	For the Years Ended December 31,						
	2011	2010	2009	Increase/ (decrease) 2011 v 2010	Increase/ (decrease) 2010 v 2009	% Change 2011 v 2010	% Change 2010 v 2009
<b>GAAP net revenues by distribution channel</b>							
Retail channels	\$ 2,697	\$ 2,629	\$ 2,622	\$ 68	\$ 7	3%	—%
Digital online channels	1,640	1,440	1,234	200	206	14	17
Total Activision and Blizzard	4,337	4,069	3,856	268	213	7	6
Distribution	418	378	423	40	(45)	11	(11)
Total consolidated GAAP net revenues	4,755	4,447	4,279	308	168	7	4
<b>Change in deferred net revenues</b>							
Retail channels	(185)	251	457	(436)	(206)	(174)	(45)
Digital online channels	(81)	105	39	(186)	66	(177)	169
Total changes in deferred net revenues	(266)	356	496	(622)	(140)	(175)	(28)
<b>Non-GAAP net revenues by distribution channel</b>							
Retail channels	2,512	2,880	3,079	(368)	(199)	(13)	(6)
Digital online channels	1,559	1,545	1,273	14	272	1	21
Total Activision and Blizzard	4,071	4,425	4,352	(354)	73	(8)	2
Distribution	418	378	423	40	(45)	11	(11)
Total non-GAAP							

net revenues							
(1)	\$ 4,489	\$ 4,803	\$ 4,775	\$ (314)	\$ 28	(7)%	1%

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(1) Total non-GAAP net revenues presented also represents our total operating segment net revenues.

The increase in GAAP net revenues from digital online channels for 2011 as compared to 2010 was primarily due to the continuing success of the Call of Duty franchise, including the stronger performance and greater number of downloadable content packs associated with *Call of Duty: Black Ops* released in 2011 versus *Call of Duty: Modern Warfare 2* in the prior year, and a higher number of full game downloads from the Call of Duty catalogue titles. In addition, revenues generated from the World of Warcraft franchise, particularly from the digital release of *World of Warcraft: Cataclysm* in December 2010, as well as the digital release of *StarCraft II: Wings of Liberty* in July 2010, resulted in more deferred revenues recognized in 2011 as compared to 2010. The increase in GAAP net revenues from retail channels for 2011 as compared to 2010 was the result of the continued strong performance of the Call of Duty franchise as described above, recognition of deferred revenues from the 2010 launches of *StarCraft II: Wings of Liberty* and *World of Warcraft: Cataclysm*, and revenues generated from the launch of *Skylanders Spyro's Adventure*, partially offset by the release of fewer key titles.

The decrease in non-GAAP net revenues from retail channels for 2011 as compared to 2010 was the result of our more focused slate, with the release of fewer key titles, and lower revenues generated from the casual "value" titles. The decrease was partially offset by the continued strong performance of the Call of Duty franchise and revenues generated from *Skylanders Spyro's Adventure*. The increase in non-GAAP net revenues from digital online channels for 2011 as compared to 2010 was attributable to the stronger performance and greater number of downloadable content packs associated with *Call of Duty: Black Ops* released in 2011 versus *Call of Duty: Modern Warfare 2* in the prior year, and a higher number of full game downloads from the Call of Duty catalogue titles. This increase was partially offset by the unfavorable impact of the decrease in *World of Warcraft*'s subscriber base, the decrease of full game downloads of *World of Warcraft: Cataclysm*, which was released in December 2010, and *StarCraft II: Wings of Liberty*, which was released in July 2010.

The increase in both GAAP and non-GAAP net revenues from digital online channels for 2010 as compared to 2009 was mainly due to the increase in revenues from the *World of Warcraft*'s value-added services, revenues from the sales of downloadable content packs associated with *Call of Duty: Modern Warfare 2* in 2010, the full game downloads of *StarCraft II: Wings of Liberty* in July 2010, and the release of *World of Warcraft: Cataclysm* in December 2010. The decrease in non-GAAP net revenues from retail channels for 2010 as compared to 2009 was primarily due to the fewer key titles releases and the weaker sales of games in the music and casual genres.

## Consolidated Results

### Net Revenues by Geographic Region

The following table details our consolidated net revenues by geographic region for the years ended December 31, 2011, 2010, and 2009 (amounts in millions):

	For the Years ended December 31,						
	2011	2010	2009	Increase/ (decrease) 2011 v 2010	Increase/ (decrease) 2010 v 2009	% Change 2011 v 2010	% Change 2010 v 2009
Geographic region net revenues:							
North America	\$ 2,405	\$ 2,409	\$ 2,217	\$ (4)	\$ 192	—%	9%
Europe	1,990	1,743	1,798	247	(55)	14	(3)
Asia Pacific	360	295	263	65	32	22	12
Total geographic area net revenues	4,755	4,447	4,278	308	169	7	4
Other	—	—	1	—	(1)	—	(100)
Consolidated net revenues	\$ 4,755	\$ 4,447	\$ 4,279	\$ 308	\$ 168	7%	4%

The (increase)/decrease in deferred revenues by geographic region for the years ended December 31, 2011, 2010, and 2009 was as follows (amounts in millions):

	For the Years Ended December 31,				
	2011	2010	2009	(Increase)/ Decrease 2011 v 2010	(Increase)/ Decrease 2010 v 2009
Deferred revenues by geographic region:					
North America	\$ 154	\$ (166)	\$ (241)	\$ 320	\$ 75
Europe	104	(159)	(224)	263	65
Asia Pacific	8	(31)	(32)	39	1
Total change in deferred revenues by geographic region	266	(356)	(497)	622	141
Other	—	—	1	—	(1)
Total impact on consolidated net revenues	\$ 266	\$ (356)	\$ (496)	\$ 622	\$ 140

Consolidated net revenues from Europe and Asia Pacific increased in 2011 as compared to 2010, primarily due to the continued success of Call of Duty catalogue titles, stronger performance of downloadable content packs associated with *Call of Duty: Black Ops* and the release of *World of Warcraft: Cataclysm* and *StarCraft II: Wings of Liberty* in 2010, all of which resulted in increased revenues recognized in 2011 as compared to 2010. Further, the launch of *Skylanders Spyro's Adventure* and the increase in Distribution segment revenues in Europe contributed to the increase in consolidated net revenues. These increases were partially offset by the additional deferral of revenues as a result of greater sales from the launch of *Call of Duty: Modern Warfare 3* in November 2011.

Consolidated net revenues from North America decreased slightly in 2011 as compared to 2010, primarily due to the decrease in net revenues from music and casual titles and the greater sales from the launch of *Call of Duty: Modern Warfare 3* which resulted in additional deferral of revenues. These decreases were almost entirely offset by the continued success of Call of Duty catalogue titles, stronger performance of downloadable content packs associated with *Call of Duty: Black Ops*, the releases of *World of Warcraft: Cataclysm* and *StarCraft II: Wings of Liberty* in 2010, and the launch of *Skylanders Spyro's Adventure*, all of which resulted in increased revenues recognized in 2011 as compared to 2010.

The releases of *Call of Duty: Black Ops*, *World of Warcraft: Cataclysm* and *StarCraft II: Wings of Liberty* in 2010 were the primary reason why more deferred revenues were recognized during the year ended December 31, 2011 as compared to the same period on 2010 across all regions. This increase in the recognition of deferred revenues was partially offset by greater revenues deferred in 2011 as a result of the better performance of *Call of Duty: Modern Warfare 3*, as compared to *Call of Duty: Black Ops*.

Consolidated net revenues increased in North America and Asia Pacific in 2010 as compared to the same period in 2009, primarily due to the success of the *Call of Duty* franchise, particularly the release of *Call of Duty: Black Ops* in the fourth quarter of 2010 and the continued strong performance of *Call of Duty: Modern Warfare 2* during the year, the release of *World of Warcraft: Cataclysm* and *StarCraft II: Wings of Liberty* in the fourth and third quarters of 2010, respectively, and higher revenues from sales of *World of Warcraft's* value-added services. The increase in consolidated net revenues in Asia Pacific was also attributable to the China region business being back "on line" for the full year of 2010 and its continued growth with the successful launch of *World of Warcraft: Wrath of the Lich King* in China in August 2010. The increase in consolidated net revenues for North America was partially offset by the impact of fewer titles released in 2010 and the weaker sales of games in the music and casual genres. Consolidated net revenues in Europe decreased in 2010 as compared to 2009, primarily as a result of unfavorable foreign exchange effects and the decrease in sales of games in the music and casual genres. These decreases were partially offset by the strong performance of the *Call of Duty* franchise in Europe, the release of *World of Warcraft: Cataclysm* and *StarCraft II* and continued growth in *World of Warcraft's* value-added services.

The greater success of *Call of Duty: Black Ops* sales at its initial launch compared to *Call of Duty: Modern Warfare 2* sales at its initial launch is the primary reason that less revenue was deferred during 2010 as compared to 2009. This decrease in deferred revenue was partially offset by the additional deferral of revenue as a result of the release of *World of Warcraft: Cataclysm* and value-added services in the fourth quarter of 2010.

#### *Foreign Exchange Impact*

Changes in foreign exchange rates had a positive impact of approximately \$100 million and a negative impact of \$54 million on Activision Blizzard's net revenues in 2011 and 2010, respectively. The change is primarily due to the year-over-year movements of the British pound, euro and Australian dollar average rates relative to the U.S. dollar.



## Net Revenues by Platform

The following table details our net revenues by platform and as a percentage of total consolidated net revenues for the years ended December 31, 2011, 2010, and 2009 (amounts in millions):

	Year Ended December 31,	% of total consolidated	Year Ended December 31,	% of total consolidated	Year Ended December 31,	% of total consolidated	Increase/ (decrease)	Increase/ (decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
Platform net revenues:								
Online								
subscriptions:	\$ 1,357	29%	\$ 1,230	28%	\$ 1,248	29%	\$ 127	\$ (18)
PC and other	374	8	325	7	164	4	49	161
Console								
Sony								
PlayStation	935	20	854	19	584	14	81	270
Sony								
PlayStation	13	—	35	1	174	4	(22)	(139)
Microsoft								
Xbox 360	1,140	24	1,033	23	857	19	107	176
Nintendo								
Wii	351	7	408	9	584	14	(57)	(176)
Total console	2,439	51	2,330	52	2,199	51	109	131
Handheld	167	3	184	4	244	6	(17)	(60)
Total platform net revenues	4,337	91	4,069	91	3,855	90	268	214
Distribution	418	9	378	9	423	10	40	(45)
Other	—	—	—	—	1	—	—	(1)
Total consolidated net revenues	\$ 4,755	100%	\$ 4,447	100%	\$ 4,279	100%	\$ 308	\$ 168

\* Revenue from online subscriptions consists of revenue from all *World of Warcraft* products, including subscriptions, boxed products, expansion packs, licensing royalties, and value-added services.

Deferred revenues by platform for the years ended December 31, 2011, 2010, and 2009 was as follows (amounts in millions):

	Years Ended December 31,				
	2011	2010	2009	(Increase) Decrease 2011 v 2010	(Increase) Decrease 2010 v 2009
Deferred revenues by platform:					
Online subscriptions	\$ 202	\$ (191)	\$ 93	\$ 393	\$ (284)
PC and other	75	(81)	(49)	156	(32)
Console					
Sony PlayStation 3	(36)	(77)	(259)	41	182
Microsoft Xbox 360	(43)	(15)	(284)	(28)	269
Nintendo Wii	66	16	2	50	14
Total console	(13)	(76)	(541)	63	465
Nintendo Dual Screen	2	(8)	—	10	(8)
Other	—	—	1	—	(1)
Total impact on consolidated net revenues	\$ 266	\$ (356)	\$ (496)	\$ 622	\$ 140

Net revenues from online subscriptions increased in 2011 as compared to 2010, primarily driven by the recognition of deferred revenues from the release of *World of Warcraft: Cataclysm* in December 2010 and from the sales of *World of Warcraft's* value-added services, partially offset by the unfavorable impact of *World of Warcraft's* declining subscriber base. Net revenues from PC and other increased in 2011 as compared to 2010, primarily due to the launch of *Skylanders Spyro's Adventure*.



particularly on the sale of toys that are used with the video game, and continued success of Call of Duty franchise titles. The increase was partially offset by lower revenues from music and casual titles and no major release for PC and other platform in 2011 as compared to 2010, when *StarCraft II: Wings of Liberty* was released. Net revenues from Sony PlayStation 3 and Microsoft Xbox 360 increased in 2011 as compared to 2010, primarily due to the launch of *Skylanders Spyro's Adventure*, the continued success of the Call of Duty franchise, and downloadable content packs associated with *Call of Duty: Black Ops* as compared to the downloadable content packs associated with *Call of Duty: Modern Warfare 2*. The increase was partially offset by the strong consumer demand at launch in November 2011 for *Call of Duty: Modern Warfare 3*, which resulted in additional deferral of revenues. Net revenues from the Nintendo Wii and handheld systems decreased due to the release of fewer key titles than in 2010, and lower catalogue sales of games in the music and casual games genres in 2011 as compared to 2010.

Net revenues from online subscriptions decreased slightly in 2010 as compared to 2009, primarily as a result of lower deferred and boxed revenue recognized in 2010 due to the timing of expansion pack releases by Blizzard. While the *World of Warcraft: Wrath of the Lich King* expansion pack launched in the fourth quarter of 2008 resulted in significant deferred revenues that were recognized in 2009, the *World of Warcraft: Cataclysm* expansion pack launched in the fourth quarter of 2010 resulted in a lower percentage of deferred revenue recognized in 2010, with the majority of deferred revenues to be recognized in 2011. This decrease in revenue was partially offset by higher revenues from sales of *World of Warcraft*'s value-added services. Net revenues from PC and other platform increased in 2010 as compared to 2009, primarily as a result of the release of *StarCraft II: Wings of Liberty*. Net revenues from Sony PlayStation 3 and Microsoft Xbox 360 increased in 2010 as compared to 2009, primarily as a result of the success of the Call of Duty franchise, in particular the strength of *Call of Duty: Modern Warfare 2* and its associated map packs in downloadable content digital formats, and the strong consumer demand for *Call of Duty: Black Ops*. Sony PlayStation 2 platform revenues continued to decline due to fewer titles published on this platform given the aging lifecycle of the Sony PlayStation 2 platform as consumers are now almost fully transitioned to the current-generation platforms. Net revenues from Nintendo Wii decreased in 2010 as compared to 2009, primarily due to the weakness in the sales in casual and music genres. Net revenues from handheld systems decreased for the same period primarily as a result of alternative handheld devices such as Apple's iPhone, Apple's iPad and other mobile devices, as well as general weakness in the casual titles.

### 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 years ended December 31, 2011, 2010, and 2009 (amounts in millions):

	Year Ended December 31, 2011		Year Ended December 31, 2010		Year Ended December 31, 2009		Increase (Decrease)	Increase (Decrease)
	\$	% of net revs.	\$	% of net revs.	\$	% of net revs.	2011 v 2010	2010 v 2009
Product costs	\$ 1,134	24%	\$ 1,350	31%	\$ 1,432	33%	\$ (216)	\$ (82)
Online subscription	238	5	241	5	212	5	(3)	29
Software royalties and amortization	218	5	338	8	348	8	(120)	(10)
Intellectual property licenses	165	3	197	4	315	7	(32)	(118)

Total cost of sales decreased in 2011 as compared to 2010, primarily due to:

- The continued change in mix for products with fewer hardware peripherals, and accordingly lower product costs;
- An increasing number of products distributed through digital online channels;
- A decrease in inventory obsolescence charges, as the prior year included higher inventory obsolescence charges relating to peripherals;
- A decrease in amortization of capitalized software development and intellectual property license costs as we had fewer titles released during 2011; and
- A decrease in amortization of intangible assets.

These decreases in cost of sales were partially offset by:

- More deferred costs recognized, consistent with more deferred revenues recognized, during 2011 as compared to 2010; and
- Higher product costs from our higher Distribution segment revenues.

Total cost of sales decreased in 2010 as compared to 2009, primarily due to:

- The change in business mix for products with fewer hardware peripherals, and accordingly lower product costs;
- A greater share of revenues generated by the Blizzard segment, which has a lower overall cost of sales; and
- Lower intellectual property license expenses due to weaker sales of games in the music and casual games genres, selling more of our owned titles rather than affiliated titles and the decrease in amortization of intangible assets.

These decreases in cost of sales were partially offset by:

- The stronger performance of the Call of Duty franchise and the release of *StarCraft II: Wings of Liberty* and *World of Warcraft: Cataclysm* and the resulting increase in product costs;
- More deferred costs recognized consistent with more deferred revenues recognized, during 2010 as compared to 2009;
- Higher inventory obsolescence charges relating to peripherals; and
- Costs related to our continued focus on customer service for our *World of Warcraft* subscribers.

*Product Development (amounts in millions)*

	Year Ended December 31, 2011	% of consolidated net revs.	Year Ended December 31, 2010	% of consolidated net revs.	Year Ended December 31, 2009	% of consolidated net revs.	Increase (Decrease) 2011 v 2010	Increase (Decrease) 2010 v 2009
Product development	\$ 646	14%	\$ 635	14%	\$ 627	15%	\$ 11	\$ 8

For 2011, product development costs increased slightly as compared to 2010, principally due to lower capitalization of our overall product development costs related to future titles and higher accrued studio-related bonuses. This increase in product development expense was partially offset by the benefits realized from our 2011 Restructuring, which involved a focus on reducing the number of titles in development and publication, including the discontinuation of the development of music-based games. Additionally, product development costs in 2011 included amounts written off due to the cancellation of a future game under development; however, such write off was slightly less than 2010.

For 2010, product development costs increased as compared to 2009, mainly due to the write off of capitalized software development costs of cancelled titles, primarily a Guitar Hero title that had been planned for 2011 and *True Crime: Hong Kong*. This increase in product development expense was partially offset by lower stock-based compensation expense and the benefits realized from headcount reductions at certain Activision studios, primarily in the first quarter of 2010, to align the Company's resources with its product slate.

*Sales and Marketing (amounts in millions)*

	Year Ended	% of	Year Ended	% of	Year Ended	% of	Increase	Increase
	December 31,	consolidated	December 31,	consolidated	December 31,	consolidated	(Decrease)	(Decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
Sales and marketing	\$ 545	11%	\$ 516	12%	\$ 544	13%	\$ 29	\$ (28)

Sales and marketing expenses increased in 2011 as compared to 2010, primarily due to increased spending on sales and marketing activities to support the launch of *Skylanders Spyro's Adventure*, *Call of Duty: Modern Warfare 3* and *Call of Duty Elite* in the fourth quarter of 2011.

Sales and marketing expenses decreased in 2010 as compared to 2009, primarily as a result of a reduction in the number of major titles released in 2010 versus 2009. This decrease in sales and marketing expenses was partially offset by higher expenditures in connection with continued marketing support for the Call of Duty and World of Warcraft franchises, and the launch of *StarCraft II: Wings of Liberty*.

*General and Administrative (amounts in millions)*

	Year Ended	% of	Year Ended	% of	Year Ended	% of	Increase	Increase
	December 31,	consolidated	December 31,	consolidated	December 31,	consolidated	(Decrease)	(Decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
General and administrative	\$ 456	10%	\$ 375	8%	\$ 395	9%	\$ 81	\$ (20)

General and administrative expenses increased in 2011 as compared to 2010, primarily due to higher legal expenses incurred from additional litigation activities and settlement of lawsuits, the impairment of our Distribution segment's goodwill and higher depreciation expense and facilities costs.

General and administrative expenses in 2010 decreased as compared to 2009, primarily due to favorable foreign exchange effects and lower stock-based compensation expense. These factors were partially offset by higher accrued bonuses and legal expenses.

*Impairment of Intangible Assets (amounts in millions)*

	Year Ended	% of	Year Ended	% of	Year Ended	% of	Increase	Increase
	December 31,	consolidated	December 31,	consolidated	December 31,	consolidated	(Decrease)	(Decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
Impairment of intangible assets	\$ —	—%	\$ 326	7%	\$ 409	10%	\$ (326)	\$ (83)

In the fourth quarter of 2010, as a result of the franchise and industry results of the holiday season, we significantly revised our outlook for retail sales of software. With the impact of the continued economic downturn on our industry in 2010 and the change in the buying habits of casual consumers, we reassessed our overall expectations. We considered these economic changes during our 2011 planning process that was conducted during the months of November and December, which resulted in a strategy change to, among other things, focus on fewer title releases in the casual and

music genres. As a result, we updated our future projected revenue streams for our franchises in the casual and music genres. We performed recoverability and, where applicable, impairment tests on the related intangible assets in accordance with ASC Subtopic 360-10. Based on the analysis performed, we recorded impairment charges of \$67 million, \$9 million and \$250 million to license agreements, game engines and internally developed franchises intangible assets, respectively, for 2010 within our Activision segment. See Note 11 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for additional information regarding the determination of the impairment charges recorded for the year ended December 31, 2010.

In the fourth quarter of 2009, we recorded impairment charges of \$24 million, \$12 million and \$373 million to license agreements, game engines and internally developed franchises intangible assets, respectively, for 2009 within our Activision segment.

*Restructuring (amounts in millions)*

	Year Ended	% of	Year Ended	% of	Year Ended	% of	Increase	Increase
	December 31,	consolidated	December 31,	consolidated	December 31,	consolidated	(Decrease)	(Decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
Restructuring	\$ 25	—%	\$ —	—%	\$ 23	1%	\$ 25	\$ (23)

On February 3, 2011, the Company's Board of Directors authorized the 2011 Restructuring, which involved a focus on the development and publication of a reduced slate of titles on a going-forward basis, including the discontinuation of the development of music-based games, the closure of the related business unit and the cancellation of other titles then in production, along with a related reduction in studio headcount and corporate overhead. The costs related to the 2011 Restructuring activities included severance costs, facility exit costs, and exit costs from the cancellation of projects. The 2011 Restructuring was completed as of December 31, 2011 and we do not expect to incur significant additional restructuring expenses relating thereto. See Note 7 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for more detail and a roll forward of the restructuring liability that includes the beginning and ending liability, costs incurred, cash payments and non-cash write downs.

In 2008, we implemented an organizational restructuring plan as a result of the Business Combination. This organizational restructuring was to integrate different operations and to streamline the combined Activision Blizzard organization. The restructuring activities included severance costs, facility exit costs, write offs of assets and liabilities and exit costs from the cancellation of projects. At December 31, 2010, we had completed our organizational restructuring activities as a result of the Business Combination. Restructuring expenses during year ended December 31, 2011 and 2010 associated to this plan were immaterial and were recorded within the general and administrative expense in our consolidated statements of operations.

*Investment and Other Income, Net (amounts in millions)*

	Year Ended	% of	Year Ended	% of	Year Ended	% of	Increase	Increase
	December 31,	consolidated	December 31,	consolidated	December 31,	consolidated	(Decrease)	(Decrease)
	2011	net revs.	2010	net revs.	2009	net revs.	2011 v 2010	2010 v 2009
Investment and other income, net	\$ 3	—%	\$ 23	1%	\$ 18	1%	\$ (20)	\$ 5

Investment and other income, net decreased in 2011 as compared to 2010. During 2011, we recorded higher yields generated from our cash and investment balances which was partially offset by a higher realized loss from foreign exchange contracts as compared to 2010. Further, the majority of the investment and other income, net in 2010 related to the reduction in fair value of a financial liability

relating to a contingent earn-out liability from a previous acquisition and there was no such item during 2011.

Investment and other income, net increased in 2010 as compared to 2009, primarily as a result of a reduction in fair value of a financial liability relating to a contingent earn-out liability from a previous acquisition. This increase was partially offset by lower investment income due to lower interest rates.

*Income Tax Expense (Benefit) (amounts in millions)*

	Year Ended December 31, 2011	% of Pretax income	Year Ended December 31, 2010	% of Pretax income	Year Ended December 31, 2009	% of Pretax income	Increase (Decrease) 2011 v 2010	Increase (Decrease) 2010 v 2009
Income tax expense (benefit)	\$ 246	18.5%	\$ 74	15.0%	\$ (121)	NM%	\$ 172	\$ 195

For 2011, the company's income before income tax expense was \$1.331 billion. Our income tax expense of \$246 million resulted in an effective tax rate of 18.5%. The difference between our effective tax rate and the U.S. statutory tax rate of 35% is due to earnings taxed at lower rates in foreign jurisdictions, recognition of federal and California research and development credits, the federal domestic production deduction and a favourable impact from discrete items recognized in connection with the filing of our 2010 tax returns.

In 2010, the company's income before income tax expense was \$492 million. Our income tax expense of \$74 million resulted in an effective tax rate of 15.0%. Our effective tax rate was lower than the U.S. federal statutory tax rate primarily due to earnings taxed at lower rates in foreign jurisdictions, recognition of federal and California research and development credits and the federal domestic production deduction.

In 2011 and 2010, our U.S. income before income tax expense was \$623 million and \$228 million, respectively, and comprised 47% and 46%, respectively, of our consolidated income before income tax expense. In 2011 and 2010, the foreign income before income tax expense was \$708 million and \$264 million, respectively, and comprised 53% and 54%, respectively, of our consolidated income before income tax expense. In 2011 and 2010, the impact of earnings taxed at lower rates in foreign jurisdictions versus our U.S. federal statutory tax rate was 15% and 22%, respectively.

In 2009, the company recognized a loss before income tax benefit of \$8 million. Included in the results was an impairment of intangible assets totaling \$409 million, which was one of the primary reasons for the overall loss before income tax benefit for the year. Furthermore, the impact of income tax benefits of \$121 million recognized for the year resulted in net income of \$113 million, and consequently an effective tax rate was not meaningful. Overall, our 2009 income taxes benefited from earnings taxed at lower rates in foreign jurisdictions, recognition of federal and California research and development credits, the federal domestic production deduction and a benefit from reductions in our valuation allowances.

The IRS is currently examining the company's federal tax returns for the 2009 tax year. The company also has several state and non-U.S. audits pending. Although the final resolution of the company's global tax disputes is uncertain, based on current information, in the opinion of the company's management, the ultimate resolution of these matters will not have a material adverse effect on the company's consolidated financial position, liquidity or results of operations. However, an unfavorable resolution of the company's global tax disputes could have a material adverse effect on the company's business and results of operations in the period in which the matters are ultimately resolved.

A more detailed analysis of the differences between the U.S. federal statutory rate and the consolidated effective tax rate, as well as other information about our income taxes, is provided in Note 15 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

*Foreign Exchange Impact*

Changes in foreign exchange rates had a positive impact of \$49 million and a negative impact of \$10 million on Activision Blizzard's consolidated operating income in 2011 and 2010, respectively. The change is primarily due to the strengthening of the British pound, euro and Australian dollar average rates relative to the U.S. dollar.

**Liquidity and Capital Resources***Sources of Liquidity (amounts in millions)*

	<u>For the Years Ended December 31,</u>		
	<u>2011</u>	<u>2010</u>	<u>Increase (Decrease) 2011 v 2010</u>
Cash and cash equivalents	\$ 3,165	\$ 2,812	\$ 353
Short-term investments	360	696	(336)
	<u>\$ 3,525</u>	<u>\$ 3,508</u>	<u>\$ 17</u>
Percentage of total assets	27%	26%	

	<u>For the Years Ended December 31,</u>				
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>Increase (Decrease) 2011 v 2010</u>	<u>Increase (Decrease) 2010 v 2009</u>
Cash flows provided by operating activities	\$ 952	\$ 1,376	\$ 1,183	\$ (424)	\$ 193
Cash flows provided by (used in) investing activities	266	(312)	(443)	578	131
Cash flows used in financing activities	(808)	(1,053)	(949)	245	(104)
Effect of foreign exchange rate changes	(57)	33	19	(90)	14
Net increase (decrease) in cash and cash equivalents	<u>\$ 353</u>	<u>\$ 44</u>	<u>\$ (190)</u>	<u>\$ 309</u>	<u>\$ 234</u>

*Cash Flows Provided by Operating Activities*

For 2011, the primary drivers of cash flows provided by operating activities included the collection of customer receivables generated by the sale of our products and digital and subscription revenues, partially offset by payments to vendors for the manufacture, distribution and marketing of our products, payments to third-party developers and intellectual property holders, tax liabilities, and payments to our workforce. A significant operating use of our cash relates to our continued focus on customer service for our subscribers, and investment in software development and intellectual property licenses.

Cash flows provided by operating activities were lower for 2011 as compared to 2010. Our source of cash inflow varies with our release schedule. For example, Blizzard's two major releases of *StarCraft II* and *World of Warcraft: Cataclysm* during 2010 contributed to the higher cash inflow for 2010 as compared to 2011 as there was no major current year releases from Blizzard. The lower cash from operating activities was also attributable to the increased use of cash in our operations, such as for inventory, the payment of taxes, restructuring expenses, and operating expenses for which we had previously accrued.

*Cash Flows Provided by (Used in) Investing Activities*

The primary drivers of cash flows from investing activities have typically included capital expenditures, acquisitions and the net effect of purchases and sales/maturities of short-term investments. Cash flows provided by investing activities were higher for 2011 as compared to 2010, primarily due to increased proceeds from the maturity of investments, decreased purchases of



short-term investments and lower capital expenditures. Proceeds from the maturity of investments were \$740 million, the majority of which consisted of U.S. treasury and other government agency securities, while the purchase of short-term investments totaled \$417 million and capital expenditures, primarily related to property and equipment, were \$72 million.

#### *Cash Flows Used in Financing Activities*

The primary drivers of cash flows used in financing activities have historically related to transactions involving our common stock, including the issuance of shares of common stock to employees, payment of dividends and the repurchase of our common stock. We have not utilized debt financing as a source of cash flows. Cash flows used in financing activities for the year ended December 31, 2011 primarily reflected payment of a cash dividend and dividend equivalents totaling \$194 million to holders of our common stock and restricted stock units. In addition, cash flows used in financing activities for the year ended December 31, 2011 reflect the repurchase of 59 million shares of our common stock for an aggregate of \$670 million under the 2011 Stock Repurchase Program and the purchase of 1.8 million shares of our common stock for \$22 million under the stock repurchase program authorized by our Board of Directors on February 10, 2010, which expired on December 31, 2010.

The repurchases and dividend payments were partially offset by \$54 million of proceeds from the issuance of shares of our common stock to employees in connection with stock option exercises. Cash flows used in financing activities were lower for 2011 as compared to 2010, primarily due to decreased share repurchase activities.

#### *Other Liquidity and Capital Resources*

In addition to cash flows provided by operating activities, our primary source of liquidity was \$3.5 billion of cash and cash equivalents and short-term investments at December 31, 2011. 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 for the foreseeable future. We also believe that we have sufficient working capital (\$2.8 billion at December 31, 2011) to finance our operational requirements for at least the next twelve months, including purchases of inventory and equipment, the development, production, marketing and sale of new products, the provision of customer service for our subscribers, the acquisition of intellectual property rights for future products from third parties, and to fund our stock repurchase program and dividends.

As of December 31, 2011, the amount of cash and cash equivalents held outside of the U.S. by our foreign subsidiaries was \$1.6 billion, compared with \$1.2 billion as of December 31, 2010. If these funds are needed in the future for our operations in the U.S., we would accrue and pay the required U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S. and our current plans do not demonstrate a need to repatriate them to fund our U.S. operations.

#### *Capital Expenditures*

We made capital expenditure of \$72 million in 2011. In 2012, we anticipate total capital expenditures of approximately \$100 million. Capital expenditures are expected to be primarily for computer hardware and software purchases.

#### *Commitments*

In the normal course of business, we enter into contractual arrangements with third-parties for non-cancelable operating lease agreements for our offices, for the development of products, and for the rights to intellectual property. Under these agreements, we commit to provide specified payments to a

lessor, developer or intellectual property holder, as the case may be, based upon contractual arrangements. The payments to third-party developers are generally conditioned upon the achievement by the developers of contractually specified development milestones. Further, these payments to third-party developers and intellectual property holders typically are deemed to be advances and are recoupable against future royalties earned by the developer or intellectual property holder based on the sale of the related game. Additionally, in connection with certain intellectual property rights acquisitions and development agreements, we commit to spend specified amounts for marketing support for the related game(s) which is to be developed or in which the intellectual property will be utilized. Assuming all contractual provisions are met, the total future minimum commitments for these and other contractual arrangements in place at December 31, 2011 are scheduled to be paid as follows (amounts in millions):

	Contractual Obligations(1)			
	Facility and equipment leases	Developer and IP	Marketing	Total
For the year ending December 31,				
2012	33	108	32	173
2013	30	49	—	79
2014	27	16	—	43
2015	18	—	—	18
2016	15	—	—	15
Thereafter	60	—	—	60
Total	183	173	32	388

- (1) We have omitted uncertain income tax liabilities from this table due to the inherent uncertainty regarding the timing of potential issue resolution. Specifically, either the underlying positions have not been fully developed enough under audit to quantify at this time or the years relating to the issues for certain jurisdictions are not currently under audit. At December 31, 2011, we had \$154 million of unrecognized tax benefits.

#### Off-balance Sheet Arrangements

At December 31, 2011 and 2010, Activision Blizzard had no significant 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 expenditures, 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 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 legal 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**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The impact and any associated risks related to these policies on our business operations are discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. The estimates discussed below are considered by management to be critical because they are both important to the portrayal of our financial condition and results of operations and because their application places the most significant demands on management's judgment, with financial reporting results relying on estimates about the effect of matters that are inherently uncertain. Specific risks for these critical accounting estimates are described in the following paragraphs.

#### *Revenue Recognition including Revenue Arrangements with Multiple Deliverables*

On January 1, 2011, we adopted amendments to an accounting standard related to revenue recognition for arrangements with multiple deliverables (which standard, as amended, is referred to herein as the "new accounting principles"). The new accounting principles establish a selling price hierarchy for determining the selling price of a deliverable and require the application of the relative selling price method to allocate the arrangement consideration to each deliverable in a multiple deliverables revenue arrangement. Certain of our revenue arrangements have multiple deliverables and, as such, are accounted for under the new accounting principles. These revenue arrangements include product sales consisting of both software and hardware deliverables (such as peripherals or other ancillary collectors' items sold together with physical "boxed" software) and our sales of World of Warcraft boxed products, expansion packs and value-added services, each of which is considered with the related subscription services for these purposes. Our assessment of deliverables and units of accounting does not change under the new accounting principles.

Pursuant to the guidance of ASU 2009-13, when a revenue arrangement contains multiple elements, such as hardware and software products, licenses and/or services, we allocate revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor-specific-objective-evidence ("VSOE") if it is available, third-party evidence ("TPE") if VSOE is not available, or best estimated selling price ("BESP") if neither VSOE nor TPE is available. In multiple element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then allocated to each software deliverable using the guidance for recognizing software revenue.

As noted above, when neither VSOE nor TPE is available for a deliverable, we use BESP. We do not have significant revenue arrangements that require BESP for the year ended December 31, 2011. The inputs we use to determine the selling price of our significant deliverables include the actual price charged by the Company for a deliverable that the Company sells separately, which represents the VSOE, and the wholesale prices of the same or similar products, which represents TPE. The pattern and timing of revenue recognition for deliverables and allocation of the arrangement consideration did not change upon the adoption of the new accounting principles. Also, the adoption of the new accounting standard has not had a material impact on our financial statements in the current period.

Overall, we recognize revenue from the sale of our products upon the transfer of title and risk of loss to our customers and once any performance obligations have been completed. Certain products are sold to customers with a street date (i.e., the earliest date these products may be sold by retailers). For these products we recognize revenue on the later of the street date or the sale date. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection.

For our software products with online functionality, we evaluate whether those features or functionality are more than an inconsequential separate deliverable in addition to the software product. This evaluation is performed for each software product and any online transaction, such as an electronic download of a title with product add-ons, when it is released. Determining whether the online service for a particular game constitutes more than an inconsequential deliverable, as well as the estimated service periods and product life over which to recognize the revenue and related costs of sales, are subjective and require management's judgment.

When we determine that a software title contains online functionality that constitutes a more-than-inconsequential separate service deliverable in addition to the product, principally because of its importance to gameplay, we consider that our performance obligations for this title extend beyond the sale of the game. Vendor-specific objective evidence of fair value does not exist for the online functionality, as we do not separately charge for this component of the title. As a result, we recognize all of the software-related revenue from the sale of the title ratably over the estimated service period, which is estimated to begin the month after either the sale date or the street date of the title, whichever is later. In addition, we initially defer the costs of sales for the title (excluding intangible asset amortization), and recognize the costs of sales as the related revenues are recognized. Cost of sales includes manufacturing costs, software royalties and amortization, and intellectual property licenses.

We recognize revenues from World of Warcraft boxed product, expansion packs and value-added services, in each case with the related subscription service revenue, ratably over the estimated service period beginning upon activation of the software and delivery of the related services. Revenues attributed to the sale of World of Warcraft boxed software and related expansion packs are classified as

"Product sales", whereas revenues attributable to subscriptions and other value-added services are classified as "Subscription, licensing and other revenues".

Revenue for software products with more than inconsequential separate service deliverables and World of Warcraft products are recognized over the estimated service periods, which range from a minimum of five months to a maximum of less than a year.

For our software products with features we consider to be incidental to the overall product offering and an inconsequential deliverable, such as products which provide limited online features at no additional cost to the consumer, we recognize the related revenue from them upon the transfer of title and risk of loss of the product to our customer.

#### *Allowances for Returns, Price Protection, Doubtful Accounts and Inventory Obsolescence*

We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers, market conditions, and the anticipated timing of other releases to assess future demand of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated with the goal of ensuring that quantities are sufficient to meet the demand from the retail markets, but at the same time are controlled to prevent excess inventory in the channel. We benchmark units to be shipped to our customers using historical and industry data.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances in which we elect to decrease, on a short or longer term basis, the wholesale price of a product by a certain amount and, when granted and applicable, allow customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection include, among other things, compliance with applicable trading and payment terms, and consistent return of inventory and delivery of sell-through reports to us. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors.

Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period based on estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres; historical performance of the hardware platform; historical performance of the franchise; console hardware life cycle; sales force and retail customer feedback; industry pricing; weeks of on-hand retail channel inventory; absolute quantity of on-hand retail channel inventory; our warehouse on-hand inventory levels; the title's recent sell-through history (if available); marketing trade programs; and performance of competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy.

Based upon historical experience, we believe that our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our December 31, 2011 allowance for sales returns, price protection and other allowances would have impacted net revenues by approximately \$3 million.

Similarly, management must make estimates as to the collectability of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We regularly review inventory quantities on-hand and in the retail channel. We write down inventory based on excess or obsolete inventories determined primarily by future anticipated demand for our products. Inventory write-downs are measured as the difference between the cost of the inventory and net realizable value, based upon assumptions about future demand, which are inherently difficult to assess and dependent on market conditions. At the point of loss recognition, a new, lower cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established basis.

#### *Software Development Costs and Intellectual Property Licenses*

Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with the FASB guidance for the costs of computer software to be sold, leased, or otherwise marketed ("ASC Subtopic 985-20"). Software development costs are capitalized once technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation, or the completed and tested product design and working model. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of "Cost of sales—software royalties and amortization", capitalized costs if and when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or expected to be abandoned are charged to "Product development expense" in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to "Product development expense."

Commencing upon product release, capitalized software development costs are amortized to "Cost of sales—software royalties and amortization" based on the ratio of current revenues to total projected revenues for the specific product, generally resulting in an amortization period of six months or less.

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. Depending upon the agreement with the rights holder, we may obtain the right to use the intellectual property in multiple products over a number of years, or alternatively, for a single product. Prior to the related product's release, we expense, as part of "cost of sales—intellectual property licenses," capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or expected to be abandoned are charged to product development expense in the period of cancellation.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to "Cost of sales—intellectual property licenses" based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year.

We evaluate the future recoverability of capitalized software development costs and intellectual property licenses on a quarterly basis. For products that have been released in prior periods, the primary evaluation criterion is actual title performance. For products that are scheduled to be released in future periods, recoverability is evaluated based on the expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Criteria used to evaluate expected product performance include: historical performance of comparable products developed with comparable technology; orders for the product prior to its release; and, for any sequel product, estimated performance based on the performance of the product on which the sequel is based. Further, as many of our capitalized intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors, such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property.

Significant management judgments and estimates are utilized in assessing the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than the originally forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Material differences may result in the amount and timing of expense for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

#### *Income Taxes*

We record a tax provision for the anticipated tax consequences of the reported results of operations. In accordance with FASB income tax guidance ("ASC Topic 740"), the provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with the tax effects of the deferred tax liabilities, will be sufficient to fully recover the remaining deferred tax assets. In the event that all or part of the net deferred tax assets are determined not to be realizable in the future, an adjustment to the valuation allowance would be charged to earnings in the period such determination is made. The calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of ASC Topic 740 and other complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on our business and results of operations in an interim period in which the uncertainties are ultimately resolved.

#### *Fair Value Estimates*

The preparation of financial statements in conformity with U.S. GAAP often requires us to determine the fair value of a particular item to fairly present our Consolidated Financial Statements. Without an independent market or another representative transaction, determining the fair value of a particular item requires us to make several assumptions that are inherently difficult to predict and can have a material impact on the conclusion of the appropriate accounting.

There are various valuation techniques used to estimate fair value. These include (1) the market approach where market transactions for identical or comparable assets or liabilities are used to determine the fair value, (2) the income approach, which uses valuation techniques to convert future amounts (for example, future cash flows or future earnings) to a single present amount, and (3) the cost approach, which is based on the amount that would be required to replace an asset. For many of our fair value estimates, including our estimates of the fair value of acquired intangible assets, we use the income approach. Using the income approach requires the use of financial models, which require us to make various estimates including, but not limited to (1) the potential future cash flows for the asset, liability or equity instrument being measured, (2) the timing of receipt or payment of those future cash flows, (3) the time value of money associated with the delayed receipt or payment of such cash flows, and (4) the inherent risk associated with the cash flows (that is, the risk premium). Making these cash flow estimates is inherently difficult and subjective, and, if any of the estimates used to determine the fair value using the income approach turns out to be inaccurate, our financial results may be negatively impacted. Furthermore, relatively small changes in many of these estimates can have a significant impact on the estimated fair value resulting from the financial models or the related accounting conclusion reached. For example, a relatively small change in the estimated fair value of an asset may change a conclusion as to whether an asset is impaired. While we are required to make certain fair value assessments associated with the accounting for several types of transactions, the following areas are the most sensitive to the assessments:

*Business Combinations.* We must estimate the fair value of assets acquired and liabilities assumed in a business combination. Our assessment of the estimated fair value of each of these can have a material effect on our reported results as intangible assets are amortized over various lives. Furthermore, a change in the estimated fair value of an asset or liability often has a direct impact on the amount to recognize as goodwill, which is an asset that is not amortized. Often determining the fair value of these assets and liabilities assumed requires an assessment of expected use of the asset, the expected cost to extinguish the liability or our expectations related to the timing and the successful completion of development of an acquired in-process technology. Such estimates are inherently difficult and subjective and can have a material impact on our financial statements.

*Assessment of Impairment of Assets.* Management evaluates the recoverability of our identifiable intangible assets and other long-lived assets in accordance with FASB literature related to accounting for the impairment or disposal of long-lived assets within ASC Subtopic 360-10, which generally requires the assessment of these assets for recoverability when events or circumstances indicate a potential impairment exists. We considered certain events and circumstances in determining whether the carrying value of identifiable intangible assets and other long-lived assets may not be recoverable including, but not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; significant negative industry or economic trends; a significant decline in our stock price for a sustained period of time; and changes in our business strategy. In determining whether an impairment exists, we estimate the undiscounted cash flows to be generated from the use and ultimate disposition of these assets. If an impairment is indicated based on a comparison of the assets' carrying values and the undiscounted cash flows, the impairment loss is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

During 2010, we recorded an impairment charge of \$326 million to our finite-lived intangible assets. See Note 11 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for additional information regarding the determination of the impairment charges recorded for the year ended December 31, 2010. We did not record an impairment charge to our finite-lived intangible assets as of December 31, 2011.

FASB literature related to the accounting for goodwill and other intangibles within ASC Topic 350 requires a two-step approach to testing goodwill for impairment for each reporting unit. Our reporting



units are determined by the components of our operating segments that constitute a business for which both (1) discrete financial information is available and (2) segment management regularly reviews the operating results of that component. ASC Topic 350 requires that the impairment test be performed at least annually by applying a fair-value-based test. The first step measures for impairment by applying fair-value-based tests at the reporting unit level. The second step (if necessary) measures the amount of impairment by applying fair-value-based tests to the individual assets and liabilities within each reporting unit.

To determine the fair values of the reporting units used in the first step, we use a discounted cash flow approach. Each step requires us to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates based on our weighted average cost of capital, and future economic and market conditions. These estimates and assumptions have to be made for each reporting unit evaluated for impairment. Our estimates for market growth, our market share and costs are based on historical data, various internal estimates and certain external sources, and are based on assumptions that are consistent with the plans and estimates we are using to manage the underlying business. If future forecasts are revised, they may indicate or require future impairment charges. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates.

#### *Stock-Based Compensation*

We estimate the value of stock-based payment awards on the measurement date using a binomial-lattice model. Our determination of fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

For a detailed discussion of the application of these and other accounting policies see Note 2 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

#### **Recently Issued Accounting Pronouncements**

In May 2011, the FASB issued an update to the accounting rules for fair value measurement to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards ("IFRS"). This update changes certain fair value measurement principles and enhances the disclosure requirements for fair value measurements. This update does not extend the use of fair value accounting, but provides guidance on how it should be applied where its use is already required or permitted by other standards within U.S. GAAP or IFRS. This update is effective for interim and annual periods beginning after December 15, 2011 and is applied prospectively. The adoption of this update on January 1, 2012 will not have a material impact on our consolidated financial statements.

In June 2011, the FASB issued an update to the accounting on comprehensive income to increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS. This update requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. Further, this update does not affect how earnings per share is calculated or presented. This

update is effective for interim and annual periods beginning after December 15, 2011 and is applied retrospectively. The adoption of this update on January 1, 2012 will not have a material impact on our consolidated financial statements.

In September 2011, the FASB issued an update to the authoritative guidance related to goodwill impairment testing. This update gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two-step test mandated prior to the update. If, after assessing the totality of events and circumstances, a company determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then it must perform the two-step test. Otherwise, a company may skip the two-step test. Companies are not required to perform the qualitative assessment and may, instead proceed directly to the first step of the two-part test. This update is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this update on January 1, 2012 will not have a material impact on our consolidated financial statements.

#### **Item 7A. 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.

##### **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. Revenues and related expenses generated from our international operations are generally denominated in their respective local currencies. Primary currencies include euros, British pounds, Australian dollars, South Korean won and Swedish krona. Currency volatility is monitored throughout the year. To mitigate our foreign currency exchange rate exposure resulting from our foreign currency denominated monetary assets, liabilities and earnings, we periodically enter into currency derivative contracts, principally swaps and forward contracts with maturities of twelve months or less. Vivendi is our principal counterparty and the risks of counterparty non-performance associated with these contracts are not considered to be material. We expect to continue to use economic hedge programs in the future to reduce foreign exchange-related volatility 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 economic hedging transactions are backed, in amount and by maturity, by an identified economic underlying item. Our foreign exchange forward contracts are not designated as hedging instruments and are accounted for as derivatives whereby the fair value of the contracts are reported as other current assets or other current liabilities in our consolidated balance sheets, and the associated gains and losses from changes in fair value are reported in investment and other income, net and general and administrative expense in the consolidated statements of operations.

The gross notional amount of outstanding foreign exchange swaps was \$85 million and \$138 million at December 31, 2011 and 2010, respectively. A pre-tax net unrealized loss of \$1 million and an unrealized gain of less than a million for the years ended 2011 and 2010, respectively, resulted from the foreign exchange contracts and swaps with Vivendi and were recognized in the consolidated statements of operations.

The consolidated statements of operations are translated into U.S. dollars at exchange rates indicative of market rates during each applicable period. To the extent the U.S. dollar strengthens against foreign currencies, the translation of these foreign currency-denominated transactions results in reduced revenues, operating expenses and net income from our international operations. Similarly, our

revenues, operating expenses and net income will increase for our international operations if the U.S. dollar weakens against foreign currencies. We recognized a realized loss of \$7 million for the year ended December 31, 2011 from the settlement of the hedging foreign exchange contracts and there was no outstanding foreign exchange contract hedging translation risk as of December 31, 2011. In the absence of the hedging activities described above, as of December 31, 2011, a hypothetical adverse foreign currency exchange rate movement of 10% would have resulted in potential declines in our net income of approximately \$90 million. This sensitivity analysis assumes a parallel adverse shift of all foreign currency exchange rates against the U.S. dollar; however, all foreign currency exchange rates do not always move in such manner and actual results may differ materially.

### 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 highly rated government-backed 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 December 31, 2011, our \$3.5 billion of cash and cash equivalents were comprised primarily of money market funds. At December 31, 2011, our \$360 million of short-term investments included \$344 million of U.S. treasury and government sponsored agency debt securities and \$16 million of restricted cash. We had \$16 million in auction rate securities at fair value classified as long-term investments at December 31, 2011. The Company has determined that, based on the composition of our investment portfolio as of December 31, 2011, there was no material interest rate risk exposure to the Company's consolidated financial position, results of operations or cash flows as of that date.

### Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets at December 31, 2011 and 2010	F-2
Consolidated Statements of Operations for the Years Ended December 31, 2011, 2010, and 2009	F-3
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended December 31, 2011, 2010, and 2009	F-4
Consolidated Statements of Cash Flows for the Years Ended December 31, 2011, 2010, and 2009	F-5
Notes to Consolidated Financial Statements	F-6
Schedule II—Valuation and Qualifying Accounts at December 31, 2011, 2010, and 2009	F-50

Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the Consolidated Financial Statements or the Notes thereto.

### Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## **Item 9A. CONTROLS AND PROCEDURES**

### **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 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.

### **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 December 31, 2011, the end of the period covered by this report. Based on this evaluation, the principal executive officer and principal financial officer concluded that, at December 31, 2011, 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.

### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness, as of December 31, 2011, of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control—Integrated Framework. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report included in this annual report on Form 10-K.

### **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.

### **Item 9B. OTHER INFORMATION**

#### *10b5-1 Stock Trading Plans*

The Company's directors and employees may, at a time they are not in possession of material non-public information, enter into plans ("Rule 10b5-1 Plans") to purchase or sell shares of our common stock that satisfy the requirements of Exchange Act Rule 10b5-1. Rule 10b5-1 permits trading on a pre-arranged, "automatic-pilot" basis, subject to certain conditions, including that the person for whom the plan is created (or anyone else aware of material non-public information acting on such person's behalf) not exercise any subsequent influence regarding the amount, price and dates of transactions under the plan. In addition, any such plan of the Company's directors and employees is required to be established and maintained in accordance with the Company's "Policy on Establishing and Maintaining 10b5-1 Trading Plans".

Rule 10b-5-1 Plans permit persons whose ability to purchase or sell our common stock may otherwise be substantially restricted (by quarterly and special stock-trading blackouts and by their possession from time to time of material nonpublic information) to engage in pre-arranged trading. Trades under a Rule 10b5-1 Plan by our directors and employees are not necessarily indicative of their respective opinions of our current or potential future performance at the time of the trade. Trades by our directors and executive officers pursuant to a Rule 10b5-1 Plan will be disclosed publicly through Form 144 and Form 4 filings with the SEC, in accordance with applicable laws, rules and regulations.

**PART III**

**Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2012 Annual Meeting of Shareholders, entitled "Proposal 1—Election of Directors," "Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance Matters—Code of Conduct" and "Corporate Governance Matters—Board of Directors and Committees—Board Committees—Audit Committee" to be filed with the Securities and Exchange Commission.

**Item 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2012 Annual Meeting of Shareholders, entitled "Executive Compensation" and "Director Compensation" to be filed with the Securities and Exchange Commission.

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2012 Annual Meeting of Shareholders, entitled "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management" to be filed with the Securities and Exchange Commission.

**Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2012 Annual Meeting of Shareholders, entitled "Certain Relationships and Related Transactions" and "Corporate Governance Matters—Board of Directors and Committees—Director Independence" to be filed with the Securities and Exchange Commission.

**Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2012 Annual Meeting of Shareholders, entitled "Audit-Related Matters—Independent Registered Public Accounting Firm" to be filed with the Securities and Exchange Commission.

**PART IV**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE**

- (a)
1. *Financial Statements* See Item 8.—Consolidated Financial Statements and Supplementary Data for index to Financial Statements and Financial Statement Schedule on page 70 herein.
  2. *Financial Statement Schedule* The following financial statement schedule of Activision Blizzard for the calendar years ended December 31, 2011, 2010, and 2009 is filed as part of this report and should be read in conjunction with the consolidated financial statements of Activision Blizzard:

Schedule II—Valuation and Qualifying Accounts

Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the Consolidated Financial Statements or the Notes thereto.

3. The exhibits listed on the accompanying index to exhibits immediately following the financial statements are filed as part of, or hereby incorporated by reference into, this Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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: February 28, 2012

ACTIVISION BLIZZARD, INC.

By:                     /s/ ROBERT A. KOTICK                    

Robert A. Kotick  
*Director, President and Chief Executive  
Officer of Activision Blizzard, Inc.  
(Principal Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By:                     /s/ PHILIPPE G. H. CAPRON                     Director February 28, 2012  
(Philippe G. H. Capron)

By:                     /s/ ROBERT J. CORTI                     Director February 28, 2012  
(Robert J. Corti)

By:                     /s/ FRÉDÉRIC R. CRÉPIN                     Director February 28, 2012  
(Frédéric R. Crépin)

By:                     /s/ LUCIAN GRAINGE                     Director February 28, 2012  
(Lucian Grainge)

By:                     /s/ BRIAN G. KELLY                     Co-Chairman and Director February 28, 2012  
(Brian G. Kelly)

By:                     /s/ ROBERT A. KOTICK                     Director, President, Chief Executive February 28, 2012  
(Robert A. Kotick) Officer and Principal Executive Officer

By:                     /s/ JEAN-BERNARD LÉVY                     Chairman and Director February 28, 2012  
(Jean-Bernard Lévy)



Table of Contents

By:	<u>/s/ ROBERT J. MORGADO</u> (Robert J. Morgado)	Director	February 28, 2012
By:	<u>/s/ STÉPHANE ROUSSEL</u> (Stéphane Roussel)	Director	February 28, 2012
By:	<u>/s/ RICHARD SARNOFF</u> (Richard Sarnoff)	Director	February 28, 2012
By:	<u>/s/ THOMAS TIPPL</u> (Thomas Tippl)	Chief Operating Officer, Chief Financial Officer and Principal Financial Officer	February 28, 2012
By:	<u>/s/ RÉGIS TURRINI</u> (Régis Turrini)	Director	February 28, 2012
By:	<u>/s/ STEPHEN WEREB</u> (Stephen Wereb)	Chief Accounting Officer and Principal Accounting Officer	February 28, 2012

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Activision Blizzard, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations, of changes in shareholders' equity and of cash flows, present fairly, in all material respects, the financial position of Activision Blizzard, Inc. and its subsidiaries at December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement Schedule II Valuation and Qualifying Accounts presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California  
February 28, 2012

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(Amounts in millions, except share data)

	At December 31, 2011	At December 31, 2010
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 3,165	\$ 2,812
Short-term investments	360	696
Accounts receivable, net of allowances of \$300 million and \$377 million at December 31, 2011 and 2010, respectively	649	673
Inventories, net	144	112
Software development	137	147
Intellectual property licenses	22	45
Deferred income taxes, net	507	648
Other current assets	396	299
Total current assets	<u>5,380</u>	<u>5,432</u>
Long-term investments	16	23
Software development	62	55
Intellectual property licenses	12	28
Property and equipment, net	163	169
Other assets	12	15
Intangible assets, net	88	160
Trademark and trade names	433	433
Goodwill	7,111	7,132
Total assets	<u>\$ 13,277</u>	<u>\$ 13,447</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 390	\$ 363
Deferred revenues	1,472	1,726
Accrued expenses and other liabilities	694	871
Total current liabilities	<u>2,556</u>	<u>2,960</u>
Deferred income taxes, net	55	120
Other liabilities	174	164
Total liabilities	<u>2,785</u>	<u>3,244</u>
Commitments and contingencies (Note 17)		
Shareholders' equity:		
Common stock, \$0.000001 par value, 2,400,000,000 shares authorized, 1,133,391,371 and 1,382,479,839 shares issued at December 31, 2011 and 2010, respectively	—	—
Additional paid-in capital	9,616	12,353
Less: Treasury stock, at cost, 0 and 199,159,987 shares at December 31, 2011 and 2010, respectively	—	(2,194)
Retained earnings	948	57
Accumulated other comprehensive loss	(72)	(13)
Total shareholders' equity	<u>10,492</u>	<u>10,203</u>
Total liabilities and shareholders' equity	<u>\$ 13,277</u>	<u>\$ 13,447</u>

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

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in millions, except per share data)

	For the Years Ended December 31,		
	2011	2010	2009
<b>Net revenues</b>			
Product sales	\$ 3,257	\$ 3,087	\$ 3,080
Subscription, licensing, and other revenues	1,498	1,360	1,199
Total net revenues	4,755	4,447	4,279
<b>Costs and expenses</b>			
Cost of sales—product costs	1,134	1,350	1,432
Cost of sales—online subscriptions	238	241	212
Cost of sales—software royalties and amortization	218	338	348
Cost of sales—intellectual property licenses	165	197	315
Product development	646	635	627
Sales and marketing	545	516	544
General and administrative	456	375	395
Impairment of intangible assets	—	326	409
Restructuring	25	—	23
Total costs and expenses	3,427	3,978	4,305
Operating income (loss)	1,328	469	(26)
Investment and other income, net	3	23	18
Income (loss) before income tax expense (benefit)	1,331	492	(8)
Income tax expense (benefit)	246	74	(121)
Net income	\$ 1,085	\$ 418	\$ 113
<b>Earnings per common share</b>			
Basic	\$ 0.93	\$ 0.34	\$ 0.09
Diluted	\$ 0.92	\$ 0.33	\$ 0.09
<b>Weighted-average number of shares outstanding</b>			
Basic	1,148	1,222	1,283
Diluted	1,156	1,236	1,311
Dividends per common share	\$ 0.165	\$ 0.15	\$ —

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



Vivendi related to taxes (see Note 15)	—	—	(7)	—	—	—	—	(7)
Dividends (\$0.15 per common share)	—	—	(189)	—	—	—	—	(189)
Shares repurchased (see Note 19)	—	—	—	(85)	(959)	—	—	(959)
<b>Balance at December 31, 2010</b>	1,382	\$ —	\$ 12,353	(199)	\$ (2,194)	\$ 57	\$ (13)	\$ 10,203
Components of comprehensive income:								
Net income	—	—	—	—	—	1,085	—	1,085
Unrealized appreciation on investments, net of taxes	—	—	—	—	—	—	2	2
Foreign currency translation adjustment	—	—	—	—	—	—	(61)	(61)
Total comprehensive income								1,026
Issuance of common stock pursuant to employee stock options and restricted stock rights	11	—	54	—	—	—	—	54
Stock-based compensation expense related to employee stock options and restricted stock rights	—	—	95	—	—	—	—	95
Dividends (\$0.165 per common share)	—	—	—	—	—	(194)	—	(194)
Shares repurchased (see Note 19)	—	—	—	(61)	(692)	—	—	(692)
Retirement of treasury shares	(260)	—	(2,886)	260	2,886	—	—	—
<b>Balance at December 31, 2011</b>	<u>1,133</u>	<u>\$ —</u>	<u>\$ 9,616</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 948</u>	<u>\$ (72)</u>	<u>\$ 10,492</u>

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

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in millions)

	For the Years Ended December 31,		
	2011	2010	2009
Cash flows from operating activities:			
Net income	\$ 1,085	\$ 418	\$ 113
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Deferred income taxes	75	(278)	(256)
Impairment of goodwill and intangible assets (see Notes 10 and 11)	12	326	409
Depreciation and amortization	148	198	347
Loss on disposal of property and equipment	4	1	2
Amortization and write-off of capitalized software development costs and intellectual property licenses (1)	287	319	281
Stock-based compensation expense (2)	103	131	156
Excess tax benefits from stock option exercises	(24)	(22)	(79)
Changes in operating assets and liabilities:			
Accounts receivable	13	43	235
Inventories, net	(34)	124	21
Software development and intellectual property licenses	(254)	(313)	(308)
Other assets	(67)	17	(110)
Deferred revenues	(248)	293	503
Accounts payable	31	70	(18)
Accrued expenses and other liabilities	(179)	49	(113)
Net cash provided by operating activities	952	1,376	1,183
Cash flows from investing activities:			
Proceeds from maturities of available-for-sale investments	740	519	44
Proceeds from maturities of auction rate securities classified as trading securities	—	61	—
Proceeds from sale of available-for-sale investments	—	—	2
Proceeds from auction rate securities called at par	10	—	—
Payment of contingent consideration	(3)	(4)	—
Purchases of available-for-sale investments	(417)	(800)	(425)
Capital expenditures	(72)	(97)	(69)
Decrease in restricted cash	8	9	5
Net cash provided by (used in) investing activities	266	(312)	(443)
Cash flows from financing activities:			
Proceeds from issuance of common stock to employees	54	73	81
Repurchase of common stock	(692)	(959)	(1,109)
Dividends paid	(194)	(189)	—
Excess tax benefits from stock option exercises	24	22	79
Net cash used in financing activities	(808)	(1,053)	(949)
Effect of foreign exchange rate changes on cash and cash equivalents	(57)	33	19
Net increase (decrease) in cash and cash equivalents	353	44	(190)
Cash and cash equivalents at beginning of period	2,812	2,768	2,958
Cash and cash equivalents at end of period	\$ 3,165	\$ 2,812	\$ 2,768

(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 Consolidated Financial Statements.





## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements

#### 1. Description of Business and Business Combination

##### *Description of Business*

Activision Blizzard, Inc. is a worldwide online, personal computer ("PC"), console, handheld, and mobile game publisher of interactive entertainment. The terms "Activision Blizzard," the "Company," "we," "us," and "our" are used to refer collectively to Activision Blizzard, Inc. and its subsidiaries. We maintain significant operations in the United States, Canada, the United Kingdom, France, Germany, Ireland, Italy, Sweden, Spain, the Netherlands, Australia, South Korea and China.

The common stock of Activision Blizzard is traded on The NASDAQ Stock Market under the ticker symbol "ATVI." Vivendi S.A. ("Vivendi") owned approximately 60% of Activision Blizzard's outstanding common stock at December 31, 2011.

Based upon our current organizational structure, we operate three operating segments as follows:

##### *(i) Activision Publishing, Inc.*

Activision Publishing, Inc. ("Activision") is a leading international developer and publisher of interactive software products and content. Activision develops games utilizing internally-developed, acquired and licensed intellectual property. Activision markets and sells games it develops and, through our affiliate label program, games developed by certain third-party publishers. We sell games both through retail channels and by digital download. Activision currently offers games that operate on the Sony Computer Entertainment, Inc. ("Sony") PlayStation 3 ("PS3"), Nintendo Co. Ltd. ("Nintendo") Wii ("Wii"), and Microsoft Corporation ("Microsoft") Xbox 360 ("Xbox 360") console systems; the Nintendo Dual Screen ("DS") handheld game systems; the PC; Apple iOS devices and other handheld and mobile devices.

##### *(ii) Blizzard Entertainment, Inc.*

Blizzard Entertainment, Inc. ("Blizzard") is a leader in the subscription-based massively multi-player online role-playing game ("MMORPG") category in terms of both subscriber base and revenues generated through its World of Warcraft franchise, which it develops, markets and sells role-playing action and strategy PC-based computer games, including games in the multiple-award winning Diablo ® and StarCraft ® franchises. Blizzard also maintains a proprietary online-game related service, Battle.net ® . Blizzard distributes its products and generates revenues worldwide through various means, including: subscriptions (which consist of fees from individuals playing *World of Warcraft* , prepaid cards and other value-added service revenues such as realm transfers, faction changes, and other character customizations within the *World of Warcraft* gameplay); retail sales of physical "boxed" products; online download sales of PC products; and licensing of software to third-party or related party companies that distribute *World of Warcraft* and *StarCraft II*® .

##### *(iii) 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, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 1. Description of Business and Business Combination (Continued)

##### *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, 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.

#### 2. Summary of significant accounting policies

##### *Basis of Consolidation and Presentation*

The accompanying consolidated financial statements include the accounts and operations of the Company. All intercompany accounts and transactions have been eliminated. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates and assumptions.

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

The Company considers events or transactions that occur after the balance sheet date, but before the financial statements are issued, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosures.

##### *Cash and Cash Equivalents*

We consider all money market funds and highly liquid investments with maturities of three months or less at the time of purchase to be "Cash and cash equivalents".

##### *Investment Securities*

Investments designated as available-for-sale securities are carried at fair value, which is based on quoted market prices for such securities, if available, or is estimated on the basis of quoted market prices of financial instruments with similar characteristics. Unrealized gains and losses of the Company's available-for-sale securities are excluded from earnings and reported as a component of "Other comprehensive income (loss)".

Investments with original maturities greater than 90 days and remaining maturities of less than one year are normally classified as "Short-term investments". In addition, investments with maturities beyond one year may be classified as "Short-term investments" if they are highly liquid in nature and represent the investment of cash that is available for current operations.

The specific identification method is used to determine the cost of securities disposed of, with realized gains and losses reflected in investment and other income, net in the consolidated statements of operations.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 2. Summary of significant accounting policies (Continued)

The Company's investments include auction rate securities ("ARS"). These ARS are variable rate bonds tied to short-term interest rates with long-term maturities. ARS have interest rates which reset through a modified Dutch auction at predetermined short-term intervals, typically every 7, 28, or 35 days. Interest on ARS is generally paid at the end of each auction process and is based upon the interest rate determined for the prior auction. The majority of our ARS are highly rated, and are typically collateralized by student loans guaranteed by the U.S. government under the Federal Family Education Loan Program or backed by monoline bond insurance companies.

##### *Restricted Cash—Compensating Balances*

Restricted cash is included within "Short-term investments" on the consolidated balance sheets. The majority of our restricted cash relates to a standby letter of credit required by one of our inventory manufacturers to qualify for certain payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain with the issuing bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder, but have not yet been reimbursed.

##### *Financial Instruments*

The carrying amount of "Cash and cash equivalents", "Accounts receivable", "Accounts payable", and "Accrued expenses" substantively approximate fair value due to the short-term nature of these accounts. Our U.S. treasuries, government agency securities, and mortgage-backed securities are carried at fair value, which is based on quoted market prices for such securities, if available, or is estimated on the basis of quoted market prices of financial instruments with similar characteristics. ARS are carried at fair value, which is estimated using an income-approach model (specifically, a discounted cash-flow analysis).

Derivative instruments, primarily foreign exchange contracts, are reported at fair value in "Other assets" or "Other liabilities" in the consolidated balance sheet. The fair value of foreign currency contracts are estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.

Activision Blizzard transacts business in various foreign currencies and has significant international sales and expenses denominated in foreign currencies, subjecting us to foreign currency risk. We utilize foreign exchange forward contracts and swaps, with maturities of generally less than one year, to mitigate foreign currency exchange rate risk associated with foreign currency-denominated assets and liabilities. Activision Blizzard does not use derivatives for speculative or trading purposes, and the Company does not designate these derivatives as hedging instruments under ASC Topic 815. Accordingly, gains and losses resulting from changes in the fair values through the period are reported as General and administrative expenses or Investment and other income, net in the consolidated statements of operations, depending on the nature of the derivative.

##### *Other-Than-Temporary Impairments*

The Company regularly reviews its investments to determine whether a decline in fair value below the cost basis is other than a temporary impairment. If the decline is determined to be other-than-temporary, the cost basis of the investment is written down to fair value. For

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

available-for-sale fixed maturity instruments where credit-related impairments exist, other-than-temporary impairments are reported in the consolidated statement of operations and non-credit impairments are reported in accumulated other comprehensive income (loss).

*Concentration of Credit Risk*

Our concentration of credit risk relates to depositors holding the Company's cash and cash equivalents and customers with significant accounts receivable balances. Substantially all of our cash and cash equivalents are held in financial instruments issued or fully guaranteed by local and foreign governments and governmental organizations, with the significant majority of these instruments being money market funds.

Our customer base includes retailers and distributors, including mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores in the U.S. and other countries worldwide. We perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses. We generally do not require collateral or other security from our customers.

We did not have any single customer that accounted for 10% or more of net revenues for the year ended December 31, 2011. We had one customer, Wal-Mart, which accounted for 21% of consolidated gross receivables at December 31, 2011.

For the year ended December 31, 2010, we had one customer in our Activision and Blizzard operating segments, GameStop, which accounted for approximately 12% of consolidated net revenues for the year ended December 31, 2010. GameStop and Wal-Mart accounted for approximately 12% and 18% of consolidated gross receivables at December 31, 2010, respectively.

*Software Development Costs and Intellectual Property Licenses*

Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with the Financial Accounting Standards Board ("FASB") guidance for the costs of computer software to be sold, leased, or otherwise marketed within ASC Subtopic 985-20. Software development costs are capitalized once technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation, or the completed and tested product design and working model. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of "Cost of sales—software royalties and amortization", capitalized costs if and when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or expected to be abandoned are charged to "Product development expense" in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to "Product development expense."

Commencing upon product release, capitalized software development costs are amortized to "Cost of sales—software royalties and amortization" based on the ratio of current revenues to total projected revenues for the specific product, generally resulting in an amortization period of six months or less.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

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. Depending upon the agreement with the rights holder, we may obtain the right to use the intellectual property in multiple products over a number of years, or alternatively, for a single product. Prior to the related product's release, we expense, as part of "cost of sales—intellectual property licenses," capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or expected to be abandoned are charged to product development expense in the period of cancellation.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to "Cost of sales—intellectual property licenses" based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year.

We evaluate the future recoverability of capitalized software development costs and intellectual property licenses on a quarterly basis. For products that have been released in prior periods, the primary evaluation criterion is actual title performance. For products that are scheduled to be released in future periods, recoverability is evaluated based on the expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Criteria used to evaluate expected product performance include: historical performance of comparable products developed with comparable technology; orders for the product prior to its release; and, for any sequel product, estimated performance based on the performance of the product on which the sequel is based. Further, as many of our capitalized intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors, such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property.

Significant management judgments and estimates are utilized in assessing the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than the originally forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Material differences may result in the amount and timing of expense for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

*Inventories*

Inventories consist of materials (including manufacturing royalties paid to console manufacturers), labor and freight-in and are stated at the lower of cost (weighted average method) or net realizable value.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

*Long-Lived Assets*

*Property and Equipment.* Property and equipment are recorded at cost and depreciated on a straight-line basis over the estimated useful life ( *i.e.* , 25 to 33 years, for buildings, and 2 to 5 years, for computer equipment, office furniture and other equipment) of the asset. When assets are retired or disposed of, the cost and accumulated depreciation thereon are removed and any resulting gains or losses are included in the consolidated statements of operations. Leasehold improvements are amortized using the straight-line method over the estimated life of the asset, not to exceed the length of the lease. Repair and maintenance costs are expensed as incurred.

*Goodwill and Other Indefinite-Lived Assets.* We account for goodwill using the provisions within ASC Topic 350. Under ASC Topic 350, goodwill is considered to have an indefinite life, and is carried at cost. Acquired trade names are assessed as indefinite lived assets as there are no foreseeable limits on the periods of time over which they are expected to contribute cash flows. Goodwill and acquired trade names are not amortized, but are subject to an impairment test annually, as well as in between annual tests when events or circumstances indicate that the carrying value may not be recoverable. We perform our annual impairment testing at December 31<sup>st</sup>.

Our annual goodwill impairment test is performed at the reporting unit level. We have determined our reporting units based on the guidance within ASC Subtopic 350-20, which provides that reporting units are generally operating segments or one reporting level below the operating segments. As of December 31, 2011, the Company's reporting units are the same as our operating segments: Activision, Blizzard, and Distribution. We test goodwill for possible impairment by first determining the fair value of the related reporting unit and comparing this value to the recorded net assets of the reporting unit, including goodwill. In the event the recorded net assets of the reporting unit exceed the estimated fair value of such assets, we perform a second step to measure the amount of the impairment, which is equal to the amount by which the recorded goodwill exceeds the implied fair value of the goodwill after assessing the fair value of each of the assets and liabilities within the reporting unit.

Fair value of our reporting units is determined using an income approach based on discounted cash flow models. In determining the fair value of our reporting units, we assumed a discount rate between 10.0% and 13.0%. During our 2011 annual impairment testing, the Company identified and recorded a \$12 million impairment of goodwill to "General and administrative" in the statement of operations related to the Distribution reporting unit. The impairment was due to declines in our expected future performance of the distribution companies based on growing industry trends towards digital distribution and online gaming. The estimated fair values of the remaining reporting units exceeded their carrying values by at least \$4 billion or 40% as of December 31, 2011. However, changes in our assumptions underlying our estimates of fair value, which will be a function of our future financial performance and changes in economic conditions, could result in future impairment charges.

We test acquired trade names for possible impairment by using a discounted cash flow model to estimate fair value. We have determined that no impairment has occurred at December 31, 2011 based upon a set of assumptions regarding discounted future cash flows, which represent our best estimate of future performance at this time. In determining the fair value of our trade names, we assumed a discount rate of 10%, and royalty saving rates of approximately 1.5%. A one percentage point increase in the discount rate would not yield an impairment charge to our trade names. Changes in our

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

assumptions underlying our estimates of fair value, which will be a function of our future financial performance and changes in economic conditions, could result in future impairment charges.

*Amortizable Intangible Assets.* Intangible assets subject to amortization are carried at cost less accumulated amortization, and amortized over the estimated useful life in proportion to the economic benefits received.

Management evaluates the recoverability of our identifiable intangible assets and other long-lived assets in accordance with FASB guidance within ASC Subtopic 360-10, which generally requires the assessment of these assets for recoverability when events or circumstances indicate a potential impairment exists. We considered certain events and circumstances in determining whether the carrying value of identifiable intangible assets and other long-lived assets may not be recoverable including, but not limited to: significant changes in performance relative to expected operating results; significant changes in the use of the assets; significant negative industry or economic trends; a significant decline in our stock price for a sustained period of time; and changes in our business strategy. In determining whether an impairment exists, we estimate the undiscounted cash flows to be generated from the use and ultimate disposition of these assets. If an impairment is indicated based on a comparison of the assets' carrying values and the undiscounted cash flows, the impairment loss is measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets.

In the fourth quarter of 2010, we recorded impairment charges of \$67 million, \$9 million and \$250 million to license agreements, game engines and internally developed franchises intangible assets, respectively. In the fourth quarter of 2009, we recorded impairment charges of \$24 million, \$12 million and \$373 million to license agreements, game engines and internally developed franchises intangible assets, respectively. (See Note 11 of the Notes to Consolidated Financial Statements)

*Revenue Recognition*

*Revenue Arrangements with Multiple Deliverables*

Effective January 1, 2011, we adopted amendments to an accounting standard related to revenue recognition for arrangements with multiple deliverables (which standard, as amended, is referred to herein as the "new accounting principles"). The new accounting principles establish a selling price hierarchy for determining the selling price of a deliverable and requires the application of the relative selling price method to allocate the consideration received for an arrangement to each deliverable in a multiple deliverables revenue arrangement. Certain of our revenue arrangements have multiple deliverables and, as such, are accounted for under the new accounting principles. These revenue arrangements include product sales consisting of both software and hardware deliverables (such as peripherals or other ancillary collectors' items sold together with physical "boxed" software) and our sales of *World of Warcraft* boxed products, expansion packs and value-added services, each of which is considered with the related subscription services for these purposes. Our assessment of deliverables and units of accounting does not change under the new accounting principles.

Pursuant to the guidance of ASU 2009-13, when a revenue arrangement contains multiple elements, such as hardware and software products, licenses and/or services, we allocate revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on its vendor-specific-objective-evidence ("VSOE") if it is available, third-party evidence ("TPE") if VSOE is not available, or best estimated selling price ("BESP") if neither VSOE nor TPE is available. In multiple

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

element arrangements where more-than-incidental software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then allocated to each software deliverable using the guidance for recognizing software revenue.

As noted above, when neither VSOE nor TPE is available for a deliverable, we use BEBP. We do not have significant revenue arrangements that require BEBP for the year ended December 31, 2011. The inputs we use to determine the selling price of our significant deliverables include the actual price charged by the Company for a deliverable that the Company sells separately, which represents the VSOE, and the wholesale prices of the same or similar products, which represents TPE. The pattern and timing of revenue recognition for deliverables and allocation of the arrangement consideration did not change upon the adoption of the new accounting principles. Also, the adoption of the new accounting standard has not had a material impact on our financial statements in the current period.

*Product Sales*

We recognize revenue from the sale of our products once title and risk of loss have been transferred to our customers and any performance obligation(s) have been completed. Certain products are sold to customers with a "street date" (which is the earliest date these products may be sold by retailers). For these products, we recognize revenue on the later of the street date and the date the product is sold to the customer. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection.

For our software products with online functionality, we evaluate whether those features or functionality are more than an inconsequential separate deliverable in addition to the software product. This evaluation is performed for each software product and any online transaction, such as a digital download of a title or product add-ons, when it is released.

When we determine that a software title contains online functionality that constitutes a more-than-inconsequential separate deliverable in addition to the product, principally because of its importance to gameplay, we consider our performance obligations for this title to extend beyond the sale of the game. VSOE of fair value does not exist for the online functionality of some products, as we do not separately charge for this component of every title. As a result, we recognize all of the software-related revenue from the sale of any such title ratably over the estimated service period of such title. In addition, we initially defer the costs of sales for the title (excluding intangible asset amortization), and recognize the costs of sales as the related revenues are recognized. Cost of sales includes manufacturing costs, software royalties and amortization, and intellectual property licenses costs.

We recognize revenues from *World of Warcraft* boxed product, expansion packs and value-added services, in each case with the related subscription service revenue, ratably over the estimated service period beginning upon activation of the software and delivery of the related services. Revenues attributed to the sale of *World of Warcraft* boxed software and related expansion packs are classified as "Product sales", whereas revenues attributable to subscriptions and other value-added services are classified as "Subscription, licensing and other revenues".



**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

Revenues for software products with more-than-inconsequential separate service deliverables and *World of Warcraft* products are recognized over the estimated service periods, which range from a minimum of five months to a maximum of less than a year.

For our software products with features we consider to be incidental to the overall product offering and an inconsequential deliverable, such as products which provide limited online features at no additional cost to the consumer, we recognize the related revenue from them upon the transfer of title and risk of loss of the product to our customer.

With respect to online transactions, such as online downloads of titles or product add-ons that do not include a more-than-inconsequential separate service deliverable, revenue is recognized when the fee is paid by the online customer to purchase online content, the product is available for download and is activated for gameplay. In addition, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable.

Sales incentives and other consideration given by us to our customers, such as rebates and product replacement fees, are considered adjustments of the selling price of our products and are reflected as reductions to revenue. Sales incentives and other consideration that represent costs incurred by us for assets or services received, such as the appearance of our products in a customer's national circular ad, are reflected as sales and marketing expenses when the benefit from the sales incentive is separable from sales to the same customer and we can reasonably estimate the fair value of the benefit.

*Subscription Revenues*

Subscription revenues are derived from *World of Warcraft* and from our *Call of Duty Elite* membership. *World of Warcraft* is a game that is playable through Blizzard's servers and is generally sold through a subscription-only basis, whereas *Call of Duty Elite* provides an enhanced multiplayer gameplay experience through subscription-based services, such as monthly downloadable content and year round competitions.

For *World of Warcraft*, after the first month of free usage that is included with the *World of Warcraft* boxed software, the *World of Warcraft* end user may enter into a subscription agreement for additional future access. Revenues associated with the sale of subscriptions via boxed software and prepaid subscription cards, as well as prepaid subscriptions sales, are deferred until the subscription service is activated by the consumer and are then recognized ratably over the subscription period. Value-added service revenues associated with subscriptions are recognized ratably over the estimated service periods.

*Licensing Revenues*

Third-party licensees in Russia, China and Taiwan distribute and host Blizzard's *World of Warcraft* game in their respective countries under license agreements, for which they pay the Company a royalty. We recognize these royalties as revenues based on the end users' activation of the underlying prepaid time, if all other performance obligations have been completed, or based on usage by the end user, when we have continuing service obligations. We recognize any upfront licensing fee received over the term of the contracts.

With respect to license agreements that provide customers the right to make multiple copies in exchange for guaranteed amounts, revenue is generally recognized upon delivery of a master copy. Per

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

copy royalties on sales that exceed the guarantee are recognized as earned. In addition, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable.

*Breakage Revenues*

*World of Warcraft* boxed product sales and subscription revenues are recognized upon activation of the game. We analyze historical activation patterns over time to determine when the likelihood of activation ever occurring becomes remote. We recognize revenues from subscriptions that have not yet been activated, prepaid subscription cards, as well as prepaid subscription sales, when the likelihood of future activation occurring is remote (defined as "breakage revenues"). For the years ended December 31, 2011, 2010, and 2009, we recorded \$0 million, \$14 million, and \$5 million, respectively of breakage revenues from the sale of packaged software in product sales, and \$0 million, \$6 million, and \$8 million, respectively of prepaid and subscription breakage revenues in subscription, licensing and other revenues in the consolidated statements of operations.

*Other Revenues*

Other revenues primarily include licensing activity of intellectual property other than software to third-parties. Revenue is recorded upon receipt of licensee statements, or upon the receipt of cash, provided the license period has begun.

*Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence*

We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers, market conditions, and the anticipated timing of other releases to assess future demand of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated with the goal of ensuring that quantities are sufficient to meet the demand from the retail markets, but at the same time are controlled to prevent excess inventory in the channel. We benchmark units to be shipped to our customers using historical and industry data.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances in which we elect to decrease, on a short or longer term basis, the wholesale price of a product by a certain amount and, when granted and applicable, allow customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection include, among other things, compliance with applicable trading and payment terms, and consistent return of inventory and delivery of sales reporting to us. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors.

Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period based on estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres; historical performance of the hardware platform; historical performance of the franchise; console hardware life

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**2. Summary of significant accounting policies (Continued)**

cycle; sales force and retail customer feedback; industry pricing; weeks of on-hand retail channel inventory; absolute quantity of on-hand retail channel inventory; our warehouse on-hand inventory levels; the title's recent sales history (if available); marketing trade programs; and performance of competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy.

Based upon historical experience, we believe that our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our December 31, 2011 allowance for sales returns, price protection and other allowances would have impacted net revenues by approximately \$3 million.

Similarly, management must make estimates as to the collectability of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We regularly review inventory quantities on-hand and in the retail channel. We write down inventory based on excess or obsolete inventories determined primarily by future anticipated demand for our products. Inventory write-downs are measured as the difference between the cost of the inventory and net realizable value, based upon assumptions about future demand, which are inherently difficult to assess and dependent on market conditions. At the point of a loss recognition, a new, lower cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established basis.

*Shipping and Handling*

Shipping and handling costs, which consist primarily of packaging and transportation charges incurred to move finished goods to customers, are included in "Cost of sales—product costs."

*Advertising Expenses*

We expense advertising as incurred, except for production costs associated with media advertising, which are deferred and charged to expense when the related advertisement is ran for the first time. Advertising expenses for the years ended December 31, 2011, 2010, and 2009 were \$343 million, \$332 million, and \$366 million, respectively, and are included in "Sales and marketing expense" in the consolidated statements of operations.

*Income Taxes*

We record a tax provision for the anticipated tax consequences of the reported results of operations. In accordance with FASB income tax guidance within ASC Topic 740, the provision for

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 2. Summary of significant accounting policies (Continued)

income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the deferred tax assets or liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We evaluate deferred tax assets each period for recoverability. For those assets that do not meet the threshold hold of "more likely than not" that they will be realized in the future, a valuation allowance is recorded.

We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

#### *Foreign Currency Translation*

All assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at the exchange rate in effect at the balance sheet date, and revenue and expenses are translated at average exchange rates during the period. The resulting translation adjustments are reflected as a component of "Accumulated other comprehensive income (loss)" in shareholders' equity.

#### *Earnings (Loss) Per Common Share*

"Basic earnings (loss) per common share" is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding for the periods presented. "Diluted earnings per share" is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding, increased by the weighted average number of common stock equivalents. Common stock equivalents are calculated using the treasury stock method and represent incremental shares issuable upon exercise of our outstanding options. However, potential common shares are not included in the denominator of the diluted earnings (loss) per share calculation when inclusion of such shares would be anti-dilutive, such as in a period in which a net loss is recorded.

When we determine whether instruments granted in stock-based payment transactions are participating securities, unvested stock-based awards which include the right to receive non-forfeitable dividends or dividend equivalents are considered to participate with common stock in undistributed earnings. With participating securities, we 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.

#### *Stock-Based Compensation*

We account for stock-based compensation in accordance with ASC Topic 718-10, *Compensation-Stock Compensation*, and ASC Subtopic 505-50, *Equity-Based Payments to Non-Employees* ("ASC stock-based compensation guidance"). Stock-based compensation expense recognized during the requisite services period (that is, the period for which the employee is being compensated) and is based on the value of stock-based payment awards after reduction for estimated forfeitures. Forfeitures are estimated

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

**2. Summary of significant accounting policies (Continued)**

at the time of grant and are revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Stock-based compensation expense recognized in the consolidated statement of operations for the years ended December 31, 2011, 2010, and 2009 included both compensation expense for stock-based payment awards granted by Activision, Inc. prior to, but not yet vested as of July 9, 2008, based on the revalued fair value estimated at July 9, 2008, and compensation expense for the stock-based payment awards granted by us subsequent to July 9, 2008.

We estimate the value of stock-based payment awards on the measurement date using a binomial-lattice model. Our determination of fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

We generally determine the fair value of restricted stock rights (including restricted stock units, restricted stock awards, and performance shares) based on the closing market price of the Company's common stock on the date of grant.

See Note 18 of the Notes to Consolidated Financial Statements.

**3. Investment and other income, net**

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

	For the Years Ended		
	December 31,		
	2011	2010	2009
Interest income	\$ 14	\$ 8	\$ 15
Interest expense	(4)	(5)	(4)
Change in fair value of other financial liability	—	22	8
Net realized and unrealized loss on foreign exchange contracts with Vivendi	(7)	(2)	(1)
Investment and other income, net	<u>\$ 3</u>	<u>\$ 23</u>	<u>\$ 18</u>

**4. Cash and Cash Equivalents**

The following table summarizes the components of our cash and cash equivalents with original maturities of three months or less at the date of purchase (amounts in millions):

	At December 31,	
	2011	2010
Cash	\$ 270	\$ 245
Time deposits	24	19
Money market funds	2,869	2,216
U.S. treasuries and/or foreign government bonds	2	332
Cash and cash equivalents	<u>\$ 3,165</u>	<u>\$ 2,812</u>

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 5. Investments

The following table summarizes our short-term and long-term investments at December 31, 2011 and 2010 (amounts in millions):

<u>At December 31, 2011</u>	<u>Amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair Value</u>
Short-term investments:				
Available-for-sale investments:				
U.S. treasuries and government agency securities	\$ 344	\$ —	\$ —	\$ 344
Restricted cash				16
<b>Total short-term investments</b>				<b>\$ 360</b>
Long-term investments:				
Available-for-sale investments:				
Auction rate securities held through Morgan Stanley Smith Barney LLC	<u>\$ 17</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 16</u>

<u>At December 31, 2010</u>	<u>Amortized cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized losses</u>	<u>Fair Value</u>
Short-term investments:				
Available-for-sale investments:				
U.S. treasuries and government agency securities	\$ 672	\$ —	\$ —	\$ 672
Restricted cash				24
<b>Total short-term investments</b>				<b>\$ 696</b>
Long-term investments:				
Available-for-sale investments:				
Auction rate securities held through Morgan Stanley Smith Barney LLC	<u>\$ 27</u>	<u>\$ —</u>	<u>\$ (4)</u>	<u>\$ 23</u>

The following table illustrates the gross unrealized losses on available-for-sale securities, the fair value of those securities, aggregated by investment categories, and the length of time that they have been in a continuous unrealized loss position at December 31, 2011 and 2010 (amounts in millions):

<u>At December 31, 2011</u>	<u>Less than 12 months</u>		<u>12 months or more</u>		<u>Total</u>	
	<u>Unrealized losses</u>	<u>Fair Value</u>	<u>Unrealized losses</u>	<u>Fair Value</u>	<u>Unrealized losses</u>	<u>Fair Value</u>
Taxable auction rate securities	\$ —	\$ —	\$ (1)	\$ 16	\$ (1)	\$ 16

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 5. Investments (Continued)

At December 31, 2010	Less than 12 months		12 months or more		Total	
	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value
Taxable auction rate securities	\$ —	\$ —	\$ (4)	\$ 23	\$ (4)	\$ 23

The total unrealized loss of \$1 million at December 31, 2011 is due to failed auctions of taxable ARS held through Morgan Stanley Smith Barney LLC, which is 51% owned by Morgan Stanley and 49% owned by Citigroup, Inc. The ARS were held directly through a wholly owned subsidiary of Citigroup, Inc. until the Morgan Stanley Smith Barney LLC joint-venture closed in the second quarter 2009. The majority of 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 \$1 million at December 31, 2011 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.

The following table summarizes the contractually stated maturities of our short- and long-term investments classified as available-for-sale at December 31, 2011 (amounts in millions):

At December 31, 2011	Amortized cost	Fair Value
U.S. government agency securities due in 1 year or less	\$ 344	\$ 344
Due after ten years	17	16
	<u>\$ 361</u>	<u>\$ 360</u>

## 6. Software development and intellectual property licenses

The following table summarizes the components of our software development and intellectual property licenses (amounts in millions):

	At December 31, 2011	At December 31, 2010
Internally developed software costs	\$ 115	\$ 142
Payments made to third-party software developers	84	60
Total software development costs	<u>\$ 199</u>	<u>\$ 202</u>
Intellectual property licenses	\$ 34	\$ 73

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 6. Software development and intellectual property licenses (Continued)

Amortization, write-offs and impairments of capitalized software development costs and intellectual property licenses are comprised of the following (amounts in millions):

	For the Years Ended December 31,		
	2011	2010	2009
Amortization	\$ 258	\$ 319	\$ 314
Write-offs and impairments	60	66	21

## 7. Restructuring

On February 3, 2011, the Board of Directors of the Company authorized a restructuring plan (the "2011 Restructuring") involving a focus on the development and publication of a reduced slate of titles on a going-forward basis, including the discontinuation of the development of music-based games, the closure of the related business unit and the cancellation of other titles then in production, along with a related reduction in studio headcount and corporate overhead.

The following table details the amount of the 2011 Restructuring reserves included in "Accrued Expenses and Other Liabilities" in the consolidated balance sheet at December 31, 2011 (amounts in millions):

	Severance	Facilities costs	Contract termination costs	Total
Balance at December 31, 2010	\$ —	\$ —	\$ —	\$ —
Costs charged to expense	20	4	1	25
Costs paid or otherwise settled	(16)	(1)	(1)	(18)
Balance at December 31, 2011	<u>\$ 4</u>	<u>\$ 3</u>	<u>\$ —</u>	<u>\$ 7</u>

The 2011 Restructuring charges for the year ended December 31, 2011 was \$25 million. These charges, as well as the 2011 Restructuring reserve balances at December 31, 2011, were recorded within our Activision segment. We completed the 2011 Restructuring as of December 31, 2011 and we do not expect to incur significant additional restructuring expenses relating thereto.

We have completed our implementation of our organizational restructuring plan as a result of the Business Combination. There were minimal cash payments and additional charges in our consolidated statement of operations for the year ended December 31, 2011 relating to that restructuring and we do not expect to incur additional restructuring expenses relating thereto.



## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

**8. Inventories, net**

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

	At December 31,	
	2011	2010
Finished goods	\$ 116	\$ 98
Purchased parts and components	28	14
Inventories, net	<u>\$ 144</u>	<u>\$ 112</u>

**9. Property and Equipment, Net**

Property and equipment, net was comprised of the following (amounts in millions):

	At December 31,	
	2011	2010
Land	\$ 1	\$ 1
Buildings	5	5
Leasehold improvements	72	57
Computer equipment	406	386
Office furniture and other equipment	49	63
Total cost of property and equipment	<u>533</u>	<u>512</u>
Less accumulated depreciation	<u>(370)</u>	<u>(343)</u>
Property and equipment, net	<u>\$ 163</u>	<u>\$ 169</u>

Depreciation expense for the years ended December 31, 2011, 2010, and 2009 was \$75 million, \$68 million, and \$76 million, respectively.

Rental expenses were \$38 million, \$37 million and \$38 million for the years ended December 31, 2011, 2010, and 2009, respectively.

**10. Goodwill**

The changes in the carrying amount of goodwill by reporting unit for the years ended December 31, 2011 and 2010 are as follows (amounts in millions):

	Activision	Blizzard	Distribution	Total
Balance at December 31, 2009	\$ 6,964	\$ 178	\$ 12	\$ 7,154
Tax benefit credited to goodwill	(22)	—	—	(22)
Balance at December 31, 2010	\$ 6,942	\$ 178	\$ 12	\$ 7,132
Tax benefit credited to goodwill	(12)	—	—	(12)
Issuance of contingent consideration	3	—	—	3
Impairment of goodwill	—	—	(12)	(12)
Balance at December 31, 2011	<u>\$ 6,933</u>	<u>\$ 178</u>	<u>\$ —</u>	<u>\$ 7,111</u>

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 10. Goodwill (Continued)

Issuance of contingent consideration consists of additional purchase consideration paid or accrued in relation to previous acquisitions. The tax benefit credited to goodwill represents the tax deduction resulting from the exercise of 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. Conversely, to the extent that the tax deduction did exceed the fair value of those options, the tax benefit is credited to accumulated paid in capital.

At December 31, 2011 and 2010, the gross goodwill and accumulated impairment losses by reporting unit are as follows:

	Activision	Blizzard	Distribution	Total
Balance at December 31, 2010:				
Goodwill	\$ 6,942	\$ 178	\$ 12	\$ 7,132
Total	<u>\$ 6,942</u>	<u>\$ 178</u>	<u>\$ 12</u>	<u>\$ 7,132</u>
Balance at December 31, 2011:				
Goodwill	\$ 6,933	\$ 178	\$ 12	\$ 7,123
Accumulated impairment losses	—	—	(12)	(12)
Total	<u>\$ 6,933</u>	<u>\$ 178</u>	<u>\$ —</u>	<u>\$ 7,111</u>

## 11. Intangible Assets, Net

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

	At December 31, 2011				
	Estimated useful lives	Gross carrying amount	Accumulated amortization	Impairment charge	Net carrying amount
Acquired definite-lived intangible assets:					
License agreements	3 - 10 years	\$ 88	\$ (82)	\$ —	\$ 6
Game engines	2 - 5 years	32	(32)	—	—
Internally developed franchises	11 - 12 years	309	(227)	—	82
Distribution agreements	4 years	18	(18)	—	—
Acquired indefinite-lived intangible assets:					
Activision trademark	Indefinite	386	—	—	386
Acquired trade names	Indefinite	47	—	—	47
Total		<u>\$ 880</u>	<u>\$ (359)</u>	<u>\$ —</u>	<u>\$ 521</u>

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 11. Intangible Assets, Net (Continued)

	At December 31, 2010				
	Estimated useful lives	Gross carrying amount	Accumulated amortization	Impairment charge	Net carrying amount
Acquired definite-lived intangible assets:					
License agreements	3 - 10 years	\$ 172	\$ (91)	\$ (67)	\$ 14
Game engines	2 - 5 years	61	(50)	(9)	2
Internally developed franchises					
	11 - 12 years	574	(182)	(250)	142
Favorable leases	1 - 4 years	5	(5)	—	—
Distribution agreements	4 years	18	(16)	—	2
Acquired indefinite-lived intangible assets:					
Activision trademark	Indefinite	386	—	—	386
Acquired trade names	Indefinite	47	—	—	47
Total		<u>\$ 1,263</u>	<u>\$ (344)</u>	<u>\$ (326)</u>	<u>\$ 593</u>

Amortization expense of intangible assets was \$72 million, \$130 million, and \$271 million for the years ended December 31, 2011, 2010, and 2009, respectively.

The gross carrying amount as of December 31, 2011 in the tables above reflect a new cost basis for license agreements, game engines and internally developed franchises due to impairment charges for the year ended December 31, 2010. The new cost basis includes the original gross carrying amount, less accumulated amortization and impairment charges on the intangible assets as of December 31, 2010.

At December 31, 2011, future amortization of definite-lived intangible assets is estimated as follows (amounts in millions):

2012	\$ 34
2013	28
2014	13
2015	7
2016	3
Thereafter	3
Total	<u>\$ 88</u>

We did not record any impairment charges against our intangible assets for the year ended December 31, 2011.

In 2010, we considered the continued economic downturn within our industry and the change in the buying habits of casual consumers while planning for 2011 during the fourth quarter of 2010. This resulted in a significant revision of our outlook for retail sales of software and a strategy change to, among other things, focus on fewer title releases in the casual genre and discontinue the development of music-based titles. As we considered this change in strategy to be an indicator of a potential impairment of our intangible assets, we updated our future projected revenue streams for certain franchises in the casual games and music genres. We performed recoverability tests and, where applicable, measured the impairment of the related intangible assets in accordance with ASC

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 11. Intangible Assets, Net (Continued)

Subtopic 360-10. This resulted in impairment charges of \$67 million, \$9 million and \$250 million to license agreements, game engines and internally developed franchises intangible assets, respectively, for the year ended December 31, 2010 recorded within our Activision segment.

#### 12. Current Accrued Expenses and Other Liabilities, and Other Current Assets

Included in current accrued expenses and other liabilities of our consolidated balance sheets are accrued payroll related costs of \$363 million and \$386 million at December 31, 2011 and 2010, respectively.

Included in other current assets of our consolidated balance sheets are deferred cost of sales—product costs of \$246 million and \$250 million at December 31, 2011 and 2010, respectively.

#### 13. Operating Segments and Geographic Region

Our operating segments are consistent with our internal organizational structure, the manner in which our operations are reviewed and managed by our Chief Executive Officer, who is 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. Currently, we operate under three operating segments: Activision, Blizzard and Distribution (see Note 1 of the notes to the consolidated financial statements). We do not aggregate operating segments.

The CODM reviews segment performance exclusive of the impact of the change in deferred net revenues and related cost of sales with respect to certain of our online-enabled games, stock-based compensation expense, restructuring expense, amortization of intangible assets and purchase price accounting related adjustments, impairment of intangible assets and goodwill, integration and transaction costs, and other. The CODM does not review any information regarding total assets on an operating segment basis and, accordingly, no disclosure is made. Information on the operating segments and reconciliations of total net revenues and total segment income (loss) from operations to

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 13. Operating Segments and Geographic Region (Continued)

consolidated net revenues from external customers and income (loss) before income tax expense for the years ended December 31, 2011, 2010, and 2009 are presented below (amounts in millions):

	Years Ended December 31,					
	2011	2010	2009	2011	2010	2009
	Net Revenues			Income (loss) from operations		
Activision	\$ 2,828	\$ 2,769	\$ 3,156	\$ 851	\$ 511	\$ 663
Blizzard	1,243	1,656	1,196	496	850	555
Distribution	418	378	423	11	10	16
Operating segments total	4,489	4,803	4,775	1,358	1,371	1,234
Reconciliation to consolidated net revenues / consolidated income (loss) before tax expense:						
Net effect from deferral of net revenues and related cost of sales	266	(356)	(497)	183	(319)	(383)
Stock-based compensation expense	—	—	—	(103)	(131)	(154)
Restructuring	—	—	—	(26)	(3)	(23)
Amortization of intangible assets	—	—	—	(72)	(123)	(259)
Impairment of goodwill/intangible assets	—	—	—	(12)	(326)	(409)
Integration and transaction costs	—	—	—	—	—	(24)
Other	—	—	1	—	—	(8)
Consolidated net revenues / operating income (loss)	<u>\$ 4,755</u>	<u>\$ 4,447</u>	<u>\$ 4,279</u>	<u>\$ 1,328</u>	<u>\$ 469</u>	<u>\$ (26)</u>
Investment and other income, net				3	23	18
Consolidated income (loss) before income tax expense				<u>\$ 1,331</u>	<u>\$ 492</u>	<u>\$ (8)</u>

For the years ended December 31, 2011 and 2010, restructuring expense of \$1 million and \$3 million is reflected in the "General and administrative expense" in the consolidated statement of operations, respectively. These restructuring expenses were related to the Business Combination consummated in July 2008. See Note 7 of the Notes to Consolidated Financial Statements for more detail.

Geographic information for the years ended December 31, 2011, 2010, and 2009 is based on the location of the selling entity. Net revenues from external customers by geographic region were as follows (amounts in millions):

	Years Ended December 31,		
	2011	2010	2009
Net revenues by geographic region:			
North America	\$ 2,405	\$ 2,409	\$ 2,217
Europe	1,990	1,743	1,798
Asia Pacific	360	295	263
Total geographic region net revenues	4,755	4,447	4,278
Other	—	—	1
Total consolidated net revenues	<u>\$ 4,755</u>	<u>\$ 4,447</u>	<u>\$ 4,279</u>

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 13. Operating Segments and Geographic Region (Continued)

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

	<u>Years Ended December 31,</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
Net revenues by platform:			
Online subscriptions*	\$ 1,357	\$ 1,230	\$ 1,248
Console	2,439	2,330	2,199
Handheld	167	184	244
PC and Other	374	325	164
Total platform net revenues	<u>4,337</u>	<u>4,069</u>	<u>3,855</u>
Distribution	418	378	423
Other	—	—	1
Total consolidated net revenues	<u>\$ 4,755</u>	<u>\$ 4,447</u>	<u>\$ 4,279</u>

\* Revenue from online subscriptions consists of revenue from all *World of Warcraft* products, including subscriptions, boxed products, expansion packs, licensing royalties, and value-added services.

Long-lived assets by geographic region at December 31, 2011, 2010, and 2009 were as follows (amounts in millions):

	<u>Years Ended December 31,</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
Long-lived assets* by geographic region:			
North America	\$ 105	\$ 113	\$ 100
Europe	46	46	32
Asia Pacific	12	10	6
Total long-lived assets by geographic region	<u>\$ 163</u>	<u>\$ 169</u>	<u>\$ 138</u>

\* We classify long-lived assets as long term tangible fixed assets by the location of the controlling statutory entity, which only includes property, plant and equipment assets, as all other long term assets are corporate assets that are not allocated to locations.

For information regarding significant customers, see "Concentration of Credit Risk" in Note 2 of the Notes to Consolidated Financial Statements.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 14. Computation of Basic/Diluted Earnings (Loss) Per Common Share

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

	Years Ended December 31,		
	2011	2010	2009
Numerator:			
Consolidated net income	\$ 1,085	\$ 418	\$ 113
Less: Distributed earnings to unvested stock-based awards that participate in earnings	(3)	(2)	—
Less: Undistributed earnings allocated to unvested stock-based awards that participate in earnings	(13)	(2)	(1)
Numerator for basic and diluted earnings per common share— income available to common shareholders	1,069	414	112
Denominator:			
Denominator for basic earnings per common share—weighted-average common shares outstanding	1,148	1,222	1,283
Effect of potential dilutive common shares under the treasury stock method: Employee stock options	8	14	28
Denominator for diluted earnings per common share— weighted-average common shares outstanding plus dilutive effect of employee stock options	1,156	1,236	1,311
Basic earnings per common share	\$ 0.93	\$ 0.34	\$ 0.09
Diluted earnings per common share	\$ 0.92	\$ 0.33	\$ 0.09

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 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 earnings per common share. For the years ended December 31, 2011 and 2010, we had outstanding unvested restricted stock rights with respect to 17 million and 12 million shares of common stock on a weighted-average basis, respectively.

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, options to acquire 25 million, 25 million, and 20 million shares of common stock were not included in the calculation of diluted earnings (loss) per common share for the years ended December 31, 2011, 2010, and 2009, respectively, as the effect of their inclusion would be anti-dilutive.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 15. Income Taxes

Domestic and foreign income (loss) before income taxes and details of the income tax expense (benefit) are as follows (amounts in millions):

	For the Years Ended		
	December 31,		
	2011	2010	2009
Income (loss) before income tax expense (benefit):			
Domestic	\$ 623	\$ 228	\$ (237)
Foreign	708	264	229
	<u>\$ 1,331</u>	<u>\$ 492</u>	<u>\$ (8)</u>
Income tax expense (benefit):			
Current:			
Federal	\$ 144	\$ 314	\$ 237
State	(2)	31	46
Foreign	28	29	14
Total current	<u>170</u>	<u>374</u>	<u>297</u>
Deferred:			
Federal	61	(264)	(309)
State	(4)	8	(75)
Foreign	19	(45)	(12)
Release of valuation allowance	—	—	(22)
Total deferred	<u>76</u>	<u>(301)</u>	<u>(418)</u>
Add back benefit credited to additional paid-in capital:			
Excess tax benefit associated with stock options	—	1	—
Income tax expense (benefit)	<u>\$ 246</u>	<u>\$ 74</u>	<u>\$ (121)</u>



## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 15. Income Taxes (Continued)

The items accounting for the difference between income taxes computed at the U.S. federal statutory income tax rate and the income tax expense (benefit) (the effective tax rate) for each of the years are as follows (amounts in millions):

	For the Years Ended December 31,					
	2011		2010		2009	
Federal income tax provision at statutory rate	\$ 466	35%	\$ 172	35%	\$ (3)	(35)%
State taxes, net of federal benefit	18	1	30	6	(17)	(219)
Research and development credits	(21)	(2)	(11)	(2)	(24)	(302)
Domestic production activity deduction	(15)	(1)	(13)	(3)	(7)	(89)
Foreign rate differential	(202)	(15)	(109)	(22)	(82)	(1,040)
Change in valuation allowance	—	—	—	—	(22)	(286)
Change in tax reserves	10	1	(1)	—	34	440
Foreign withholding tax	—	—	—	—	2	24
Foreign tax credits	—	—	—	—	(3)	(41)
Shortfall from employee stock option exercises	9	1	8	1	2	27
Return to provision adjustment	(31)	(2)	—	—	—	—
Other	12	1	(2)	—	(1)	(13)
Income tax expense (benefit)	<u>\$ 246</u>	<u>19%</u>	<u>\$ 74</u>	<u>15%</u>	<u>\$ (121)</u>	<u>(1,534)%</u>

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 15. Income Taxes (Continued)

Deferred income taxes reflect the net tax effects of temporary differences between the amounts of assets and liabilities for accounting purposes and the amounts used for income tax purposes. The components of the net deferred tax assets (liabilities) are as follows (amounts in millions):

	<u>As of December 31,</u>	
	<u>2011</u>	<u>2010</u>
Deferred tax assets:		
Reserves and allowances	\$ 20	\$ 29
Allowance for sales returns and price protection	59	72
Inventory reserve	2	23
Accrued expenses	101	117
Deferred revenue	330	377
Tax credit carryforwards	43	25
Net operating loss carryforwards	15	16
Stock-based compensation	91	99
Foreign deferred assets	16	15
Other	5	17
Deferred tax assets	<u>682</u>	<u>790</u>
Valuation allowance	—	—
Deferred tax assets, net of valuation allowance	<u>682</u>	<u>790</u>
Deferred tax liabilities:		
Intangibles	(177)	(209)
Prepaid royalties	(2)	(2)
Capitalized software development expenses	(33)	(42)
State taxes	(18)	(9)
Deferred tax liabilities	<u>(230)</u>	<u>(262)</u>
Net deferred tax assets	<u>\$ 452</u>	<u>\$ 528</u>

As of December 31, 2011, our available federal net operating loss carryforward of less than a million is subject to certain limitations as defined under Section 382 of the Internal Revenue Code. The net operating loss carryforward will begin to expire in 2023. We have various state net operating loss carryforwards totaling \$17 million which are not subject to limitations under Section 382 of the Internal Revenue Code and will begin to expire in 2013. We have tax credit carryforwards of \$6 million and \$37 million for federal and state purposes, respectively, which begin to expire in fiscal 2016.

Through our foreign operations, we have approximately \$47 million in net operating loss carryforwards at December 31, 2011, attributed mainly to losses in France and Ireland. 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, 2011, there are no valuation allowances on deferred tax assets.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**15. Income Taxes (Continued)**

Realization of the U.S. deferred tax assets is dependent upon the continued generation of sufficient taxable income prior to expiration of tax credits and loss carryforwards. Although realization is not assured, management believes it is more likely than not that the net carrying value of the U.S. deferred tax assets will be realized.

Cumulative undistributed earnings of foreign subsidiaries for which no deferred taxes have been provided approximated \$1,123 million at December 31, 2011. Deferred income taxes on these earnings have not been provided as these amounts are considered to be permanent in duration. It is not practical to estimate the amount of tax that would be payable upon distribution of these earnings.

As of December 31, 2011, we had approximately \$154 million in total unrecognized tax benefits of which \$152 million would affect our effective tax rate if recognized. A reconciliation of unrecognized tax benefits for the years ended December 31, 2011, 2010 and 2009 is as follows (amounts in millions):

	For the Years Ended December 31,		
	2011	2010	2009
Unrecognized tax benefits balance at January 1	\$ 132	\$ 139	\$ 103
Gross increase for tax positions of prior years	4	—	3
Gross decrease for tax positions of prior years	—	—	(1)
Gross increase for tax positions of current year	65	21	35
Settlement with taxing authorities	—	(16)	—
Lapse of statute of limitations	(47)	(12)	(1)
Unrecognized tax benefits balance at December 31	<u>\$ 154</u>	<u>\$ 132</u>	<u>\$ 139</u>

In addition, as of December 31, 2011 and 2010, we reflected \$146 million and \$111 million, respectively, of income tax liabilities as non-current liabilities because payment of cash or settlement is not anticipated within one year of the balance sheet date. These non-current income tax liabilities are recorded in other liabilities in the consolidated balance sheets as of December 31, 2011 and 2010.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2011 and 2010, we had approximately \$12 million and \$11 million, respectively, of accrued interest and penalties related to uncertain tax positions. For the years ended December 31, 2011, 2010, and 2009, we recorded \$1 million, \$3 million and \$6 million, respectively, of interest expense related to uncertain tax positions.

On July 9, 2008, Activision Blizzard entered into a Tax Sharing Agreement (the "Tax Sharing Agreement") with Vivendi. The Tax Sharing Agreement generally governs Activision Blizzard's and Vivendi's respective rights, responsibilities and obligations with respect to the ordinary course of business taxes. Currently, under the Tax Sharing Agreement, with certain exceptions, Activision Blizzard generally is responsible for the payment of U.S. and certain non-U.S. income taxes that are required to be paid to tax authorities on a stand-alone Activision Blizzard basis. In the event that Activision Blizzard joins Vivendi in the filing of a group tax return, Activision Blizzard will pay its share of the tax liability for such group tax return to Vivendi, and Vivendi will pay the tax liability for the entire group to the appropriate tax authority. Vivendi will indemnify Activision Blizzard for any tax liability imposed upon it due to Vivendi's failure to pay any group tax liability. Activision Blizzard will indemnify Vivendi

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 15. Income Taxes (Continued)

for any tax liability imposed on Vivendi (or any of its subsidiaries) due to Activision Blizzard's failure to pay any taxes it owes under the Tax Sharing Agreement.

For periods prior to the Business Combination, Vivendi Games' income taxes were presented in the financial statements as if Vivendi Games were a stand-alone taxpayer even though Vivendi Games' operating results were included in the consolidated federal, certain foreign, and state and local income tax returns of Vivendi or Vivendi's subsidiaries. Based on the subsequent filing of these tax returns by Vivendi or Vivendi's subsidiaries, we determined that the amount paid by Vivendi Games was greater than the actual amount due (and settled) based upon filing of these returns for the year ended December 31, 2008. This difference between the amount paid and the actual amount due (and settled) represents a return of capital to Vivendi, which, in accordance with the terms of the Business Combination agreement, occurred immediately prior to the close of the Business Combination. This difference has resulted in no additional payment to Vivendi and no impact to our consolidated statement of cash flows for the years ended December 31, 2011, 2010, and 2009.

Vivendi Games results for the period January 1, 2008 through July 9, 2008 are included in the consolidated federal and certain foreign, state and local income tax returns filed by Vivendi or its affiliates while Vivendi Games results for the period July 10, 2008 through December 31, 2008 are included in the consolidated federal and certain foreign, state and local income tax returns filed by Activision Blizzard. Vivendi Games is no longer subject to U.S. federal income tax examinations for tax years before 2002 or state examinations for tax years before 2000.

Activision Blizzard's tax years 2008 through 2010 remain open to examination by the major taxing jurisdictions to which we are subject. The Internal Revenue Service is currently examining the Company's federal tax returns for the 2009 tax year. The Company also has several state and non-U.S. audits pending. Although the final resolution of the Company's global tax disputes is uncertain, based on current information, in the opinion of the Company's management, the ultimate resolution of these matters will not have a material adverse effect on the Company's consolidated financial position, liquidity or results of operations.

Within the next twelve months, it is reasonably possible we will reduce approximately \$16 million of previously unrecognized tax benefits due to the expiration of statutes of limitation and anticipated closure of income tax examinations.

#### 16. Fair Value Measurements

##### Fair Value Measurements on a Recurring Basis

FASB literature regarding fair value measurements for financial and non-financial assets and liabilities establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." 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.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 16. Fair Value Measurements (Continued)

- 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.

The table below segregates all assets and liabilities that are measured at fair value on a recurring basis (which means they are so 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 December 31, 2011 Using				Balance Sheet Classification
	As of December 31, 2011	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	\$ 2,869	\$ 2,869	\$ —	\$ —	Cash and cash equivalents
U.S. treasuries with original maturities of three months or less	2	2	—	—	Cash and cash equivalents
U.S. treasuries and government agency securities	344	344	—	—	Short-term investments
ARS held through Morgan Stanley Smith Barney LLC	16	—	—	16	Long-term investments
<b>Total financial assets at fair value</b>	<b>\$ 3,231</b>	<b>\$ 3,215</b>	<b>\$ —</b>	<b>\$ 16</b>	

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 16. Fair Value Measurements (Continued)

	Fair Value Measurements at December 31, 2010 Using				Balance Sheet Classification
	As of December 31, 2010	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial assets:					
Money market funds	\$ 2,216	\$ 2,216	\$ —	\$ —	Cash and cash equivalents
U.S. treasuries and foreign government bonds with original maturities of the three months or less	332	332	—	—	Cash and cash equivalents
U.S. treasuries and government agency securities	672	672	—	—	Short-term investments
ARS held through Morgan Stanley Smith Barney LLC	23	—	—	23	Long-term investments
Foreign exchange contract derivatives	1	—	1	—	Other assets—current
<b>Total financial assets at fair value</b>	<b>\$ 3,244</b>	<b>\$ 3,220</b>	<b>\$ 1</b>	<b>\$ 23</b>	

The following table provides a reconciliation of the beginning and ending balances of our financial assets and financial liabilities classified as Level 3 by major categories (amounts in millions) at December 31, 2011:

	Level 3	
	ARS (a)	Total financial assets at fair value
Balance at January 1, 2011	\$ 23	\$ 23
Total unrealized gains included in other comprehensive income	3	3
Purchases or acquired sales, issuances and settlements	(10)	(10)
Balance at December 31, 2011	<u>\$ 16</u>	<u>\$ 16</u>



## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 16. Fair Value Measurements (Continued)

The following table provides a reconciliation of the beginning and ending balances of our financial assets and financial liabilities classified as Level 3 by major categories (amounts in millions) at December 31, 2010:

	Level 3			
	ARS (a)	ARS rights from UBS (b)	Total financial assets at fair value	Other financial liabilities
Balance at January 1, 2010	\$ 77	\$ 7	\$ 84	\$ (23)
Total gains or (losses) (realized/unrealized) included in investment and other income, net	7	(7)	—	23
Purchases or acquired sales, issuances and settlements	(61)	—	(61)	—
Balance at December 31, 2010	<u>\$ 23</u>	<u>\$ —</u>	<u>\$ 23</u>	<u>\$ —</u>

- (a) Fair value measurements have been estimated using an income-approach model (specifically, 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 the 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. Assets measured at fair value using significant unobservable inputs (Level 3) represent less than 1% of our financial assets measured at fair value on a recurring basis at December 31, 2011.

In June 2010, we sold the remainder of our ARS held with UBS at par and recognized a gain of \$7 million included within investment and other income, net in the consolidated statement of operations.

- (b) ARS rights from UBS represented an offer from UBS providing us with the right to require UBS to purchase our ARS held through UBS at par value. To value the ARS rights, we considered the intrinsic value, time value of money, and our assessment of the credit worthiness of UBS. We exercised our ARS rights with UBS on June 30, 2010 and recorded a loss of \$7 million included within investment and other income, net in the consolidated statement of operations.

*Foreign Currency 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 the consolidated balance sheet with changes in fair value recorded in the consolidated statement of operations. The fair value of foreign currency contracts is estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.



## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 16. Fair Value Measurements (Continued)

## Fair Value Measurements on a Non-Recurring Basis

We measure the fair value of certain assets on a non-recurring basis, generally annually or when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable.

During our annual impairment review of goodwill performed as of December 31, 2011, we identified and recorded an impairment of \$12 million in our Distribution segment. The decrease in fair value of the reporting unit was primarily due to the decrease of forecasted revenue from our Distribution segment in view of the industry trend towards digital distribution. No impairments of goodwill were recorded for the years ended December 31, 2010 and 2009.

In accordance with the provisions of the impairment of long-lived assets subsections of ASC Subtopic 360-10, intangible assets were written down to their fair value during in the quarter ended December 31, 2010 within our Activision operating segment. The write down resulted in impairment charges of \$67 million, \$9 million and \$250 million to license agreements, game engines and internally developed franchises intangible assets, respectively (see Note 11 of the notes to the consolidated financial statements for details).

The tables below present intangible assets that were measured at fair value on a non-recurring basis at December 31, 2011 and 2010 (amounts in millions):

	Fair Value Measurements at December 31, 2011 Using				Total Losses
	As of December 31, 2011	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Non-financial assets:					
Goodwill	\$ —	\$ —	\$ —	\$ —	\$ 12
Total non-financial assets at fair value	\$ —	\$ —	\$ —	\$ —	\$ 12

	Fair Value Measurements at December 31, 2010 Using				Total Losses
	As of December 31, 2010	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Non-financial assets:					
Intangible assets, net	\$ —	\$ —	\$ —	\$ —	\$ 326
Total non-financial assets at fair value	\$ —	\$ —	\$ —	\$ —	\$ 326

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**17. Commitments and Contingencies**

*Credit Facilities*

At December 31, 2011 and 2010, we maintained a \$15 million and \$22 million irrevocable standby letter of credit, respectively. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain on deposit with the bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder, but not reimbursed. The letter of credit was undrawn at December 31, 2011 and 2010.

At December 31, 2011 and 2010, our subsidiary located in Europe maintained an irrevocable standby letter of credit of EUR 5 million (\$7 million) and EUR 30 million (\$40 million), respectively. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. There were no amounts outstanding at December 31, 2011 and 2010.

On April 29, 2008, Activision, Inc. entered into a senior unsecured credit agreement with Vivendi, as lender. Borrowings under the agreement became available upon consummation of the Business Combination. The credit agreement provided for a revolving credit facility of up to \$475 million, bearing interest at LIBOR plus 1.20% per annum. Any unused amount under the revolving credit facility was subject to a commitment fee of 0.42% per annum. No borrowings under revolving credit facility with Vivendi were outstanding at December 31, 2009. Effective July 23, 2010, we terminated our unsecured credit agreement.

*Commitments*

In the normal course of business, we enter into contractual arrangements with third parties for non-cancelable operating lease agreements for our offices, for the development of products, and for the rights to intellectual property. Under these agreements, we commit to provide specified payments to a lessor, developer or intellectual property holder, as the case may be, based upon contractual arrangements. The payments to third-party developers are generally conditioned upon the achievement by the developers of contractually specified development milestones. Further, these payments to third-party developers and intellectual property holders typically are deemed to be advances and are recoupable against future royalties earned by the developer or intellectual property holder based on the sale of the related game. Additionally, in connection with certain intellectual property rights acquisitions and development agreements, we will commit to spend specified amounts for marketing support for the related game(s) which is to be developed or in which the intellectual property will be utilized. Assuming all contractual provisions are met, the total future minimum commitments for these

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 17. Commitments and Contingencies (Continued)

and other contractual arrangements in place at December 31, 2011 are scheduled to be paid as follows (amounts in millions):

	Contractual Obligations(1)			
	Facility and Equipment Leases	Developer and Intellectual Properties	Marketing	Total
For the years ending				
December 31,				
2012	\$ 33	\$ 108	\$ 32	\$ 173
2013	30	49	—	79
2014	27	16	—	43
2015	18	—	—	18
2016	15	—	—	15
Thereafter	60	—	—	60
Total	\$ 183	\$ 173	\$ 32	\$ 388

- (1) We have omitted uncertain tax liabilities from this table due to the inherent uncertainty regarding the timing of potential issue resolution. Specifically, either (a) the underlying positions have not been fully developed under audit to quantify at this time or, (b) the years relating to the issues for certain jurisdictions are not currently under audit. At December 31, 2011, we had \$154 million of unrecognized tax benefits.

*Legal Proceedings*

We are currently involved in certain legal proceedings and where liabilities are probable and estimable, we have accrued appropriate amounts.

After concluding an internal human resources inquiry into breaches of contract and insubordination by two senior employees at Infinity Ward, the Company terminated its employment of Jason West and Vince Zampella on March 1, 2010. On March 3, 2010, West and Zampella filed a complaint against the Company in Los Angeles Superior Court for breach of contract and wrongful termination, among other claims. In their complaint, West and Zampella alleged damages, including punitive damages, in excess of \$36 million an amount they have since significantly increased during discovery, as well as declaratory relief. On April 9, 2010, the Company filed a cross complaint against West and Zampella, asserting claims for breach of contract and fiduciary duty, among other claims. The Company is seeking damages and declaratory relief.

In addition, 38 current and former employees of Infinity Ward filed a complaint against the Company in Los Angeles Superior Court on April 27, 2010 (*Alderman et al. v. Activision Publishing, Inc. et al.*). An amended complaint was filed on July 8, 2010, which added seven additional plaintiffs. On October 5, 2010, five plaintiffs, all current employees of Infinity Ward, filed dismissals without prejudice. There are currently 40 plaintiffs in the case. The plaintiffs have asserted claims for breach of contract, violation of the Labor Code of the State of California, conversion and other claims. In their complaint, the plaintiffs claimed that the Company failed to pay bonuses and other compensation allegedly owed to them in an amount at least between \$75 million to \$125 million, plus punitive damages, an amount they have since increased in discovery responses to approximately \$300 million,

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 17. Commitments and Contingencies (Continued)

plus punitive damages. On October 12, 2010, the court consolidated this matter with the West and Zampella matter.

On January 18, 2011, the court granted the Company's motion to amend its cross complaint against West and Zampella to add allegations with respect to them and to add Electronic Arts, Inc. as a party. On January 31, 2011, the case was transferred to the complex division.

Some of the parties have filed, and are likely to file, additional pre-trial motions, including dispositive motions, and discovery continues in the ordinary course of the litigation. The court has set a trial date of May 7, 2012.

The Company has accrued, and will continue to accrue, appropriate amounts related to bonuses and other monies allegedly owed in connection with this matter. Due to the inherent uncertainties of litigation, other potential outcomes are reasonably possible, including outcomes which are above the amount of the accrual. The Company does not expect this lawsuit to have a material impact on the Company's business, financial condition, results of operation or liquidity. However, an unfavorable resolution of this lawsuit above the amount of the accrual could have a material adverse effect on the Company's business and results of operations in an interim period in which the lawsuit is ultimately resolved.

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 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.

#### 18. Stock-Based Compensation

##### *Activision Blizzard Equity Incentive Plans*

The Activision Blizzard Inc. 2008 Incentive Plan was adopted by our Board on July 28, 2008, approved by our stockholders and amended and restated by our Board on September 24, 2008, further amended and restated by our Board with stockholder approval on June 3, 2009, further amended and restated by the Compensation Committee of our Board with stockholder approval on December 17, 2009, and further amended and restated by our Board and the Compensation Committee of our Board with shareholder approval on June 3, 2010 (as so amended and restated, the "2008 Plan"). The 2008 Plan authorizes the Compensation Committee of our Board of Directors to provide stock-based compensation in the form of stock options, share appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other performance- or value-based awards structured by the Compensation Committee within parameters set forth in the 2008 Plan, including custom awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, shares of our common stock, or factors that may influence the value of our common stock or that are valued based on our performance or the performance of any of our subsidiaries or business units or other factors designated by the Compensation Committee, as well as incentive bonuses, for the purpose of providing incentives and rewards for performance to the directors, officers, and employees of, and consultants to, Activision Blizzard and its subsidiaries.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**18. Stock-Based Compensation (Continued)**

While the Compensation Committee has broad discretion to create equity incentives, our stock-based compensation program for the most part currently utilizes a combination of options and restricted stock units. Options have time-based vesting schedules, generally vesting annually over a period of three to five years, and all options expire ten years from the grant date. Restricted stock units either have time-based vesting schedules, generally vesting in their entirety on the third anniversary of the date of grant, or vesting annually over a period of three to five years, or vest only if certain performance measures are met. In addition, under the terms of the 2008 Plan, the exercise price for the options must be equal to or greater than the closing price per share of our common stock on the date the award is granted, as reported on NASDAQ.

At December 31, 2011, 102 million shares of our common stock were available for issuance under the 2008 Plan. The number of shares of our common stock reserved for issuance under the 2008 Plan may be further increased from time to time by: (i) the number of shares relating to awards outstanding under any prior stock compensation plans that: (a) expire, or are forfeited, terminated or cancelled, without the issuance of shares; (b) are settled in cash in lieu of shares; or (c) are exchanged, prior to the issuance of shares of our common stock, for awards not involving our common stock; and (ii) if the exercise price of any option outstanding under any prior plan is, or the tax withholding requirements with respect to any award outstanding under any prior plan are, satisfied by withholding shares otherwise then deliverable in respect of the award or the actual or constructive transfer to the Company of shares already owned, the number of shares equal to the withheld or transferred shares. At December 31, 2011, we had approximately 55 million shares of our common stock reserved for future issuance under the 2008 Plan. Shares issued in connection with awards made under the 2008 Plan are generally issued as new stock issuances.

*Method and Assumptions on Valuation of Stock Options*

Our employee 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 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' exercise and post-vesting 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. An exercise multiple based on a stock to strike price ratio was used to reflect the employee exercise behavior pattern.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 18. Stock-Based Compensation (Continued)

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

	Employee and director options		
	For the Year Ended December 31, 2011	For the Year Ended December 31, 2010	For the Year Ended December 31, 2009
Expected life (in years)	6.58	5.79	5.95
Risk free interest rate	1.91%	2.97%	3.63%
Volatility	43.50%	46.20%	53.00%
Dividend yield	1.34%	1.33%	—%
Weighted-average fair value at grant date	\$ 4.17	\$ 3.98	\$ 5.40

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 year ended December 31, 2011, the expected stock price volatility ranged from 30.03% to 46.03%.

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"). The expected dividend yield assumption for options granted during the year ended December 31, 2011 is based on the Company's historical and expected future amount of dividend payouts.

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 multiples, of which the multiple is based on historical employee exercise behaviors.

As stock-based compensation expense recognized in the consolidated statement of operations for the year ended December 31, 2011 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 stock-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

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 18. Stock-Based Compensation (Continued)

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, as markets do not currently exist that permit the active trading of employee stock option and other stock-based instruments.

*Stock Option Activities*

Stock option activities for the year ended December 31, 2011 are as follows (amounts in millions, except number of shares, which are in thousands, and per share amounts):

	Shares	Weighted-average exercise price	Weighted-average remaining contractual term	Aggregate intrinsic value
Outstanding at December 31, 2010	61,175	\$ 10.46		
Granted	4,052	12.54		
Exercised	(9,605)	7.21		
Forfeited	(1,719)	11.11		
Expired	(741)	15.13		
Outstanding at December 31, 2011	<u>53,162</u>	11.12	6.49	\$ 101
Vested and expected to vest at December 31, 2011	51,391	\$ 11.08	5.91	\$ 100
Exercisable at December 31, 2011	36,273	\$ 10.57	5.66	\$ 92

The aggregate intrinsic value in the table above represents the total pretax 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 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 as it is based on the fair market value of our stock. Total intrinsic value of options actually exercised was \$47 million, \$104 million, and \$312 million for the years ended December 31, 2011, 2010, and 2009, respectively. Total grant date fair value of options vested was \$57 million, \$114 million, and \$143 million for the years ended December 31, 2011, 2010, and 2009, respectively.

At December 31, 2011, \$33 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.4 years.

Income tax benefit from stock option exercises was \$28 million, \$36 million, and \$85 million for the years ended December 31, 2011, 2010, and 2009, respectively.

*Non-Plan Employee Stock Options Granted to Executives*

In connection with prior employment agreements between Activision, Inc. and Robert A. Kotick, our Chief Executive Officer, and Brian G. Kelly, our Co-Chairman, Mr. Kotick and Mr. Kelly were previously granted options to purchase common stock of Activision, Inc. which were not awarded under a stockholder- or board-approved plan. These awards were assumed as a result of the Business Combination and accounted for as an exchange for options to purchase our common stock. All non-plan options were exercised during 2009.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 18. Stock-Based Compensation (Continued)

*Restricted Stock Units and Restricted Stock Awards Activities*

We grant restricted stock units and restricted stock awards (collectively referred to as "restricted stock rights") under the 2008 Plan to employees around the world, and we have assumed as a result of the Business Combination the restricted stock rights granted by Activision, Inc. Restricted stock rights entitle the holders thereof to receive shares of our common stock at the end of a specified period of time or otherwise upon a specified occurrence (which may include the satisfaction of a performance measure). Restricted stock awards are issued and outstanding upon grant. Holders of restricted stock rights are restricted from selling the shares until they vest. Upon vesting of restricted stock rights, we may withhold shares otherwise deliverable to satisfy tax withholding requirements. Restricted stock rights are subject to forfeiture and transfer restrictions. Vesting for restricted stock rights is contingent upon the holders' continued employment with us and may be subject to other conditions (which may include the satisfaction of a performance measure). If the vesting conditions are not met, unvested restricted stock rights will be forfeited.

In connection with the consummation of the Business Combination, on July 9, 2008, Robert A. Kotick, our Chief Executive Officer, received a grant of 2,500,000 market performance-based restricted shares, which vest in 20% increments on each of the first, second, third, and fourth anniversaries of the date of grant, with another 20% vesting on December 31, 2012, the expiration date of Mr. Kotick's employment agreement with the Company, in each case subject to the Company attaining the specified compound annual total shareholder return target for that vesting period. If the Company does not achieve the market performance measure for a vesting period, no performance shares will vest for that vesting period. If, however, the Company achieves the market performance measure for a subsequent vesting period, then all of the performance shares that would have vested on the previous vesting date will vest on the vesting date when the market performance measure is achieved.

The following table summarizes our restricted stock rights activity for the year ended December 31, 2011 (amounts in thousands except per share amounts):

	Restricted Stock Rights	Weighted-Average Grant Date Fair Value
Balance at December 31, 2010	16,572	\$ 11.62
Granted	4,918	12.30
Vested	(3,125)	12.25
Forfeited	(1,226)	12.34
Balance at December 31, 2011	<u>17,139</u>	12.28

At December 31, 2011, approximately \$88 million of total unrecognized compensation cost was related to restricted stock rights, of which \$11 million was related to performance shares, which cost is expected to be recognized over a weighted-average period of 1.82 years and 1.46 years, respectively. Total grant date fair value of restricted stock rights vested was \$37 million, \$40 million, and \$28 million for the years ended December 31, 2011, 2010, and 2009, respectively.



## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 18. Stock-Based Compensation (Continued)

*Stock-Based Compensation Expense*

The following table sets forth the total stock-based compensation expense included in our consolidated statements of operations for the years ended December 31, 2011, 2010, and 2009 (amounts in millions):

	For the Years Ended December 31,		
	2011	2010	2009
Cost of sales—software royalties and amortization	\$ 10	\$ 65	\$ 34
Product development	40	12	40
Sales and marketing	6	8	9
General and administrative	47	46	71
Restructuring	—	—	2
Stock-based compensation expense before income taxes	103	131	156
Income tax benefit	(38)	(51)	(61)
Total stock-based compensation expense, net of income tax benefit	<u>\$ 65</u>	<u>\$ 80</u>	<u>\$ 95</u>

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	\$ 42
Stock-based compensation expense capitalized and deferred during period	102
Amortization of capitalized and deferred stock-based compensation expense	(90)
Balance at December 31, 2009	\$ 54
Stock-based compensation expense capitalized and deferred during period	63
Amortization of capitalized and deferred stock-based compensation expense	(97)
Balance at December 31, 2010	\$ 20
Stock-based compensation expense capitalized and deferred during period	27
Amortization of capitalized and deferred stock-based compensation expense	(37)
Balance at December 31, 2011	<u>\$ 10</u>

## 19. Capital transactions

*Repurchase Program*

On February 2, 2012, our Board of Directors authorized a new stock repurchase program under which we may repurchase up to \$1 billion of our common stock, on terms and conditions to be determined by the Company, during the period between April 1, 2012 and the earlier of March 31, 2013 and a determination by the Board of Directors to discontinue the repurchase program.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**19. Capital transactions (Continued)**

On February 3, 2011, our Board of Directors authorized a new stock repurchase program (the "2011 Stock Repurchase Program") under which we may repurchase up to \$1.5 billion of our common stock, on terms and conditions to be determined by the Company, until the earlier of March 31, 2012 and a determination by the Board of Directors to discontinue the repurchase program. During the year ended December 31, 2011, we repurchased 59 million shares of our common stock for \$670 million pursuant to the 2011 Stock Repurchase Program. Additionally, in January 2012, we settled the purchase of 1 million shares of our common stock that we had committed to repurchase in December 2011 pursuant to this program for \$12 million.

On February 10, 2010, we announced that our Board of Directors authorized a new stock repurchase program (the "2010 Stock Repurchase Program") under which we were authorized to repurchase up to \$1 billion of our common stock. During the year ended December 31, 2010, we repurchased 84 million shares of our common stock for \$944 million pursuant to the 2010 Stock Repurchase Program. In January 2011, we settled a \$22 million purchase of 1.8 million shares of our common stock that we had agreed to repurchase in December 2010 pursuant to the 2010 Stock Repurchase Program. The 2010 Stock Repurchase Program expired on December 31, 2010.

On November 5, 2008, we announced that our Board of Directors authorized a stock repurchase program (the "2008-2009 Stock Repurchase Program") under which we were authorized to repurchase up to \$1 billion of our common stock. On July 31, 2009, our Board of Directors authorized an increase of \$250 million to the 2008-2009 Stock Repurchase Program bringing the total authorization to \$1.25 billion. During 2009, we repurchased 101 million shares of our common stock for an aggregate purchase price of \$1,109 million pursuant to the 2008-2009 Stock Repurchase Program. In January 2010, we settled a \$15 million purchase of 1.3 million shares of our common stock that we had agreed to repurchase in December 2009 pursuant to the 2008-2009 Stock Repurchase Program, completing that program.

*Dividend*

On February 9, 2012, our Board of Directors declared a cash dividend of \$0.18 per common share to be paid on May 16, 2012 to shareholders of record at the close of business on March 21, 2012.

On February 9, 2011, our Board of Directors declared a cash dividend of \$0.165 per common share payable on May 11, 2011 to shareholders of record at the close of business on March 16, 2011, and on May 11, 2011, we made a cash dividend payment of \$192 million to such shareholders. On August 12, 2011, the Company made dividend equivalent payments of \$2 million related to this cash dividend to the holders of restricted stock units.

On February 10, 2010, Activision Blizzard's Board of Directors declared a cash dividend of \$0.15 per common share payable on April 2, 2010 to shareholders of record at the close of business on February 22, 2010, and on April 2, 2010, we made a cash dividend payment of \$187 million to such shareholders. On October 22, 2010, the Company made dividend equivalent payments of \$2 million related to this cash dividend to the holders of restricted stock units.

**ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements (Continued)**

**20. Accumulated Other Comprehensive Income (Loss)**

The components of accumulated other comprehensive income (loss) at December 31, 2011 and 2010 were as follows (amounts in millions):

	At December 31, 2011	At December 31, 2010
Foreign currency translation adjustment	\$ (72)	\$ (11)
Unrealized depreciation on investments, net of deferred income taxes of \$0 and \$(1) for December 31, 2011 and 2010, respectively	—	(2)
Accumulated other comprehensive loss	<u>\$ (72)</u>	<u>\$ (13)</u>

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

**21. Supplemental Cash Flow Information**

Supplemental cash flow information is as follows (amounts in millions):

	For the Years Ended December 31,		
	2011	2010	2009
Supplemental cash flow information:			
Cash paid for income taxes	\$ 317	\$ 255	\$ 257
Cash paid for interest	4	2	5

**22. Related Party Transactions**

*Treasury*

Our foreign currency risk management program 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 \$85 million and \$138 million at December 31, 2011 and 2010, respectively. A pretax net unrealized loss of \$1 million and unrealized gain of less than a million for the years ended December 31, 2011 and 2010, respectively, resulted from the foreign exchange contracts and swaps with Vivendi and were recognized in the consolidated statements of operations.

*Others*

Activision Blizzard has entered into various transactions and agreements, including cash management services, investor agreement, tax sharing agreement, and music royalty agreements with Vivendi and its subsidiaries and affiliates. Effective July 23, 2010, we terminated our unsecured credit agreement with Vivendi, the lender, which provided for a revolving credit facility of up to \$475 million. None of these services, transactions and agreements with Vivendi and its subsidiaries and affiliates is material either individually or in the aggregate to the consolidated financial statements as a whole.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

### Notes to Consolidated Financial Statements (Continued)

#### 22. Related Party Transactions (Continued)

In addition, we are party to a number of agreements with Universal Music Group, a wholly owned subsidiary of Vivendi, and its affiliates. These agreements pertain to the licensing of master recordings and compositions for our games and for marketing and promotional purposes. We expensed and paid an aggregate of \$5 million, \$12 million and \$14 million in royalties and other fees (including fees relating to the marketing of artists whose music was licensed for our games) to Universal Music Group and its affiliates for those uses during the years ended December 31, 2011, 2010 and 2009, respectively. Royalty amounts due to Universal Music Group and its affiliates are not material at December 31, 2011, 2010 and 2009.

#### 23. Recently Issued Accounting Pronouncements

In May 2011, the FASB issued an update to the accounting rules for fair value measurement to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards ("IFRS"). This update changes certain fair value measurement principles and enhances the disclosure requirements for fair value measurements. This update does not extend the use of fair value accounting, but provides guidance on how it should be applied where its use is already required or permitted by other standards within U.S. GAAP or IFRS. This update is effective for interim and annual periods beginning after December 15, 2011 and is applied prospectively. The adoption of this update on January 1, 2012 will not have a material impact on the consolidated financial statements.

In June 2011, the FASB issued an update to the accounting on comprehensive income to increase the prominence of items reported in other comprehensive income and to facilitate convergence of U.S. GAAP and IFRS. This update requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This update does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. Further, this update does not affect how earnings per share is calculated or presented. This update is effective for interim and annual periods beginning after December 15, 2011 and is applied retrospectively. The adoption of this update on January 1, 2012 will not have a material impact on the consolidated financial statements.

In September 2011, the FASB issued an update to the authoritative guidance related to goodwill impairment testing. This update gives companies the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before performing the two-step test mandated prior to the update. If, after assessing the totality of events and circumstances, a company determines it is more likely than not that the fair value of a reporting unit is less than its carrying amount, then it must perform the two-step test. Otherwise, a company may skip the two-step test. Companies are not required to perform the qualitative assessment and may, instead proceed directly to the first step of the two-part test. This update is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this update on January 1, 2012 will not have a material impact on the consolidated financial statements.

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## Notes to Consolidated Financial Statements (Continued)

## 24. Subsequent events

*Repurchase Program.* On February 2, 2012, our Board of Directors authorized a new stock repurchase program under which we may repurchase up to \$1 billion of our common stock, on terms and conditions to be determined by the Company, during the period between April 1, 2012 and the earlier of March 31, 2013 and a determination by the Board of Directors to discontinue the repurchase program.

*Cash Dividend.* On February 9, 2012, our Board of Directors declared a cash dividend of \$0.18 per common share payable on May 16, 2012 to shareholders of record as of March 21, 2012.

## 25. Quarterly Financial and Market Information (Unaudited)

	For the Quarters Ended			
	December 31, 2011	September 30, 2011	June 30, 2011	March 31, 2011
	(Amounts in millions, except per share data)			
Net revenues	\$ 1,407	\$ 754	\$ 1,146	\$ 1,449
Cost of sales	722	237	343	452
Operating income	25	162	467	674
Net income	99	148	335	503
Basic earnings per share	0.09	0.13	0.29	0.42
Diluted earnings per share	0.08	0.13	0.29	0.42

	For the Quarters Ended			
	December 31, 2010	September 30, 2010	June 30, 2010	March 31, 2010
	(Amounts in millions, except per share data)			
Net revenues	\$ 1,427	\$ 745	\$ 967	\$ 1,308
Cost of sales	878	349	368	535
Operating (loss) income	(397)	55	300	511
Net (loss) income	(233)	51	219	381
Basic (loss) earnings per share	(0.20)	0.04	0.18	0.30
Diluted (loss) earnings per share	(0.20)	0.04	0.17	0.30

## ACTIVISION BLIZZARD, INC. AND SUBSIDIARIES

## VALUATION AND QUALIFYING ACCOUNTS

(Amounts in millions)

<u>Col. A Description</u>	<u>Col. B Balance at Beginning of Period</u>	<u>Col. C Additions(A)</u>	<u>Col. D Deductions(B)</u>	<u>Col. E Balance at End of Period</u>
<b>At December 31, 2011</b>				
Allowances for sales returns and price protection and other allowances	\$ 373	\$ 166	\$ (247)	\$ 292
Allowance for doubtful accounts	4	4	—	8
<b>At December 31, 2010</b>				
Allowances for sales returns and price protection and other allowances	\$ 314	\$ 317	\$ (258)	\$ 373
Allowance for doubtful accounts	3	1	—	4
<b>At December 31, 2009</b>				
Allowances for sales returns and price protection and other allowances	\$ 266	\$ 332	\$ (284)	\$ 314
Allowance for doubtful accounts	2	1	—	3
Deferred tax valuation allowance	22	—	(22)	—

- (A) Includes increases in allowance for sales returns, price protection, doubtful accounts, and deferred tax valuation due to normal reserving terms and allowance accounts acquired in conjunction with acquisitions.
- (B) Includes actual write-off of sales returns, price protection, uncollectible accounts receivable, net of recoveries, and foreign currency translation and other adjustments, and deferred taxes.

## EXHIBIT INDEX

Pursuant to the rules and regulations of the SEC, the Company has filed certain agreements as exhibits to this Annual Report on Form 10-K. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in the Company's public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe the Company's actual state of affairs at the date hereof and should not be relied upon.

<u>Exhibit Number</u>	<u>Exhibit</u>
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., 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).
10.3*	Activision, Inc. 1998 Incentive Plan, as amended (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended September 30, 2001).
10.4*	Amendment, dated as of September 14, 2006, to the 1998 Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed September 20, 2006).
10.5*	Activision, Inc. 1999 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2002).
10.6*	Amendment, dated as of September 14, 2006, to the 1999 Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed September 20, 2006).
10.7*	Activision, Inc. 2001 Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2002).
10.8*	Amendment, dated as of September 14, 2006, to the 2001 Incentive Plan (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed September 20, 2006).
10.9*	Activision, Inc. 2002 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2003).
10.10*	Amendment, dated as of September 14, 2006, to the 2002 Incentive Plan (incorporated by reference to Exhibit 10.5 of the Company's Form 8-K filed September 20, 2006).
10.11*	Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 4.1 of the Company's Form S-8, Registration No. 333-100114 filed September 26, 2002).
10.12*	Amendment, dated as of September 14, 2006, to the 2002 Executive Incentive Plan (incorporated by reference to Exhibit 10.6 of the Company's Form 8-K filed September 20, 2006).

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.13*	Activision, Inc. 2002 Studio Employee Retention Incentive Plan (incorporated by reference to Exhibit 4.1 of the Company's Form S-8, Registration No. 333-103323 filed February 19, 2003).
10.14*	Amendment, dated as of September 14, 2006, to the 2002 Studio Employee Retention Incentive Plan (incorporated by reference to Exhibit 10.7 of the Company's Form 8-K filed September 20, 2006).
10.15*	Activision, Inc. Amended and Restated 2003 Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2005).
10.16*	Amendment, dated as of September 14, 2006, to the 2003 Executive Incentive Plan (incorporated by reference to Exhibit 10.9 of the Company's Form 8-K filed September 20, 2006).
10.17*	Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form S-8, Registration No. 333-146431, filed October 1, 2007).
10.18*	Australian Addendum to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.22 of the Company's Form 10-K for the year ended March 31, 2008).
10.19*	Activision Blizzard, Inc. Amended and Restated 2008 Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.4 the Company's Form 10-Q for the quarter ended June 30, 2010).
10.20*	Australian Addendum to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.24 of the Company's Form 10-K for the year ended December 31, 2008).
10.21*	Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 1998 Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed May 31, 2005).
10.22*	Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 1999 Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K, filed May 31, 2005).
10.23*	Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2001 Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K, filed May 31, 2005).
10.24*	Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K, filed May 31, 2005).
10.25*	Form of Executive Stock Option Agreement for grants to Robert Kotick or Brian Kelly issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.40 of the Company's Form 10-K for the year ended March 31, 2005).
10.26*	Form of Non-Executive Stock Option Agreement for grants to persons other than Robert Kotick or Brian Kelly and non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.41 of the Company's Form 10-K for the year ended March 31, 2005).



## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.27*	Form of Non-Employee Director Stock Option Agreement for grants to non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.17 of the Company's Form 10-K for the year ended March 31, 2007).
10.28*	Notice of Share Option Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.18 of the Company's Form 10-K for the year ended March 31, 2007).
10.29*	Notice of Share Option Award for grants to non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.19 of the Company's Form 10-K for the year ended March 31, 2007).
10.30*	Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.20 of the Company's Form 10-K for the year ended March 31, 2007).
10.31*	Notice of Restricted Share Unit Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.21 of the Company's Form 10-K for the year ended March 31, 2007).
10.32*	Notice of Stock Option Award for grants to non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.33*	Notice of Stock Option Award for grants to persons other non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.34*	Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.35*	Notice of Restricted Share Unit Award for grants to officers issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.36*	Notice of Restricted Share Unit Award for grants to independent directors upon their initial election to the board or upon their tenth continuous year of service on the board issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.5 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.37*	Notice of Restricted Share Unit Award for grants to independent directors upon their reelection to the board (other than in connection with 10 years of continuous service) issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.6 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.38*	Notice of Restricted Share Unit Award for grants to non-employee directors resident in France issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.7 of the Company's Form 10-Q for the quarter ended September 30, 2008).

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.39*	Notice of Restricted Share Unit Award for grants to persons other than officers or directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.8 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.40*	Notice of Stock Option Award for grants to unaffiliated directors issued pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.44 of the Company's Form 10-K for the year ended December 31, 2008).
10.41*	Notice of Stock Option Award for grants to persons other than directors issued pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.45 of the Company's Form 10-K for the year ended December 31, 2008).
10.42*	Notice of Restricted Share Unit Award for grants to unaffiliated directors upon their initial election to the board or upon their tenth continuous year of service on the board issued pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.46 of the Company's Form 10-K for the year ended December 31, 2008).
10.43*	Notice of Restricted Share Unit Award for grants to affiliated non-employee directors and to unaffiliated directors upon their reelection to the board (other than in connection with 10 years of continuous service) pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.47 of the Company's Form 10-K for the year ended December 31, 2008).
10.44*	Notice of Restricted Share Unit Award for grants to affiliated non-employee directors resident in France pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.48 of the Company's Form 10-K for the year ended December 31, 2008).
10.45*	Notice of Restricted Share Unit Award for grants to persons other than directors pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.49 of the Company's Form 10-K for the year ended December 31, 2008).
10.46*	Notice of Restricted Share Award for grants to persons other than directors pursuant to the Activision Blizzard, Inc. 2008 Incentive Plan (incorporated by reference to Exhibit 10.50 of the Company's Form 10-K for the year ended December 31, 2008).
10.47*	Employment Agreement, dated September 9, 2005, between Thomas Tippl and Activision Publishing, Inc (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2005).
10.48*	Amendment, dated as of December 15, 2008, to Employment Agreement between Thomas Tippl and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.59 of the Company's Form 10-K for the year ended December 31, 2008).
10.49*	Amendment, dated as of April 15, 2009, to Employment Agreement between Thomas Tippl and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2009).
10.50*	Amendment, dated as of March 23, 2010, to Employment Agreement between Thomas Tippl and Activision Blizzard, Inc. (incorporated by reference to Exhibit 10.5 of the Company's Form 10-Q for the quarter ended March 31, 2010).

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.51*	Stock Option Agreement, dated October 3, 2005, between Thomas Tippl and the Company (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended September 30, 2005).
10.52*	Addendum to Stock Option Agreement, dated as of June 1, 2006, between Thomas Tippl and the Company (incorporated by reference to Exhibit 10.9 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.53*	Restricted Stock Agreement, dated October 3, 2005, between Thomas Tippl and the Company (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended September 30, 2005).
10.54*	Notice of Stock Option Award, dated as of May 11, 2009, to Thomas Tippl (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2009).
10.55*	Notice of Restricted Share Award, dated as of May 11, 2009, to Thomas Tippl (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended June 30, 2009).
10.56*	Notice of Performance-Vesting Restricted Share Award, dated as of May 11, 2009, to Thomas Tippl (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended June 30, 2009).
10.57*	Notice of Stock Option Award, dated as of May 10, 2010, to Thomas Tippl (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended June 30, 2010).
10.58*	Notice of Restricted Share Unit Award, dated as of May 10, 2010, to Thomas Tippl (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended June 30, 2010).
10.59*	Notice of Performance-Vesting Restricted Share Award, dated as of May 10, 2010, to Thomas Tippl (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended June 30, 2010).
10.60*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Thomas Tippl (incorporated by reference to Exhibit 10.60 of the Company's Form 10-K for the year ended December 31, 2010).
10.61*	Employment Agreement, dated September 11, 2009, between George Rose and the Company (incorporated by reference to Exhibit 10.5 of the Company's Form 10-Q for the quarter ended September 30, 2009).
10.62*	Notice of Share Option Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.12 of the Company's Form 10-Q for the quarter ended September 30, 2007).
10.63*	Notice of Restricted Share Unit Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.13 of the Company's Form 10-Q for the quarter ended September 30, 2007).
10.64*	Notice of Stock Option Award, dated as of March 4, 2010, to George Rose (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended March 31, 2010).

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.65*	Notice of Restricted Share Unit Award, dated as of March 4, 2010, to George Rose (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended March 31, 2010).
10.66*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to George Rose.
10.67*	Release Agreement, dated as of August 1, 2011, between George Rose and the Company (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended September 30, 2011).
10.68*	Consulting Agreement, dated as of August 1, 2011, among George Rose, Suffolk Ventures LLC and the Company (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended September 30, 2011).
10.69*	Amended and Restated Employment Agreement, dated as of December 1, 2007, between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K, filed December 6, 2007).
10.70*	Amendment No. 1, dated as of July 8, 2008, to the Employment Agreement between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.10 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.71*	Replacement Bonus Agreement, dated as of December 1, 2007, between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.5 of the Company's Form 8-K, filed December 6, 2007).
10.72*	Stock Option Agreement, dated May 22, 2000, between Robert A. Kotick and the Company (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended September 30, 2000).
10.73*	Notice of Stock Option Award to Robert A. Kotick, dated December 5, 2007 (incorporated by reference to Exhibit 10.71 of the Company's Form 10-K for the year ended March 31, 2008).
10.74*	Notice of Performance-Vesting Restricted Share Award to Robert A. Kotick, dated as of July 9, 2008 (incorporated by reference to Exhibit 10.82 of the Company's Form 10-K for the year ended December 31, 2009).
10.75*	Notice of Restricted Share Unit Award to Robert A. Kotick, dated as of July 9, 2008 (incorporated by reference to Exhibit 10.17 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.76*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Robert A. Kotick (incorporated by reference to Exhibit 10.75 of the Company's Form 10-K for the year ended December 31, 2010).
10.77*	Amended and Restated Employment Agreement, dated as of December 1, 2007, between Brian G. Kelly and the Company (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K, filed December 6, 2007).
10.78*	Replacement Bonus Agreement, dated as of December 1, 2007, between Brian G. Kelly and the Company (incorporated by reference to Exhibit 10.6 of the Company's Form 8-K, filed December 6, 2007).
10.79*	Stock Option Agreement, dated May 22, 2000, between Brian G. Kelly and the Company (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended September 30, 2000).

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.80*	Notice of Restricted Share Unit Award to Brian G. Kelly, dated as of July 9, 2008 (incorporated by reference to Exhibit 10.18 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.81*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Brian G. Kelly (incorporated by reference to Exhibit 10.80 of the Company's Form 10-K for the year ended December 31, 2010).
10.82*	Employment Agreement, dated as of December 1, 2007, between Michael Morhaime and Vivendi Games, Inc. (incorporated by reference to Exhibit 10.19 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.83*	Assignment and Assumption of Morhaime Employment Agreement, dated as of July 9, 2008, between Vivendi Games, Inc. and the Company (incorporated by reference to Exhibit 10.20 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.84*	Amendment, dated as of December 15, 2008, to Employment Agreement between Michael Morhaime and the Company (incorporated by reference to Exhibit 10.94 of the Company's Form 10-K for the year ended December 31, 2008).
10.85*	Amendment, dated as of March 31, 2009, to Employment Agreement between Michael Morhaime and the Company (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2009).
10.86*	Amendment, dated as of November 4, 2009, to Employment Agreement between Michael Morhaime and the Company (incorporated by reference to Exhibit 10.92 of the Company's Form 10-K for the year ended December 31, 2009).
10.87*	Amendment, dated as of October 26, 2010, to Employment Agreement between Michael Morhaime and the Company (incorporated by reference to Exhibit 10.86 of the Company's Form 10-K for the year ended December 31, 2010).
10.88*	Notice of Stock Option Award to Michael Morhaime, dated as of July 9, 2008 (incorporated by reference to Exhibit 10.23 of the Company's Form 10-Q for the quarter ended September 30, 2008).
10.89*	Notice of Stock Option Award, dated as of November 9, 2009, to Michael Morhaime (incorporated by reference to Exhibit 10.94 of the Company's Form 10-K for the year ended December 31, 2009).
10.90*	Notice of Stock Option Award, dated as of November 8, 2010, to Michael Morhaime and the Company (incorporated by reference to Exhibit 10.89 of the Company's Form 10-K for the year ended December 31, 2010).
10.91*	Notice of Stock Option Award, dated as of November 8, 2010, to Michael Morhaime Company (incorporated by reference to Exhibit 10.90 of the Company's Form 10-K for the year ended December 31, 2010).
10.92*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Michael Morhaime (incorporated by reference to Exhibit 10.91 of the Company's Form 10-K for the year ended December 31, 2010).
10.93*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Michael Morhaime (incorporated by reference to Exhibit 10.92 of the Company's Form 10-K for the year ended December 31, 2010).
10.94*	Notice of Stock Option Award, dated as of November 10, 2011, to Michael Morhaime.

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
10.95*	Notice of Restricted Share Unit Award, dated as of November 10, 2011, to Michael Morhaime.
10.96*	Employment Agreement, dated as of July 6, 2010, between Eric Hirshberg and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Form 10-Q for the quarter ended March 31, 2011).
10.97*	Notice of Assignment of Hirshberg Employment Agreement to Activision Blizzard, Inc. dated December 22, 2011.
10.98*	Notice of Share Option Award, dated as of November 8, 2010, to Eric Hirshberg (incorporated by reference to Exhibit 10.2 of the Company's Form 10-Q for the quarter ended March 31, 2011).
10.99*	Notice of Restricted Share Unit Award, dated as of November 8, 2010, to Eric Hirshberg (incorporated by reference to Exhibit 10.3 of the Company's Form 10-Q for the quarter ended March 31, 2011).
10.100*	Notice of Performance-Vesting Restricted Share Unit Award, dated as of November 8, 2010, to Eric Hirshberg (incorporated by reference to Exhibit 10.4 of the Company's Form 10-Q for the quarter ended March 31, 2011).
10.101*	Investor Agreement, dated as of July 9, 2008, among the Company, Vivendi S.A., VGAC LLC, and Vivendi Games, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed July 15, 2008).
10.102*	Letter Agreement, dated July 16, 2008, between Vivendi S.A. and the Company (incorporated by reference to Exhibit 10.104 of the Company's Form 10-K for the year ended December 31, 2008).
10.103*	Tax Sharing Agreement, dated as of July 9, 2008, among the Company, Vivendi Holding I Corp., Vivendi Games, Inc. (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K, filed July 15, 2008).
10.104*	Non-Affiliated Director Compensation Program and Stock Ownership Guidelines, as amended and restated as on October 21, 2011.
10.105*	Voting and Lock-Up Agreement, dated as of December 1, 2007, among the Company, Vivendi S.A. and Robert A. Kotick (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K, filed December 6, 2007).
10.106*	Voting and Lock-Up Agreement, dated as of December 1, 2007, among the Company, Vivendi S.A. and Brian G. Kelly (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K, filed December 6, 2007).
21.1	Subsidiaries of Activision Blizzard, Inc.
23.1	Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP).
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.

## Table of Contents

<u>Exhibit Number</u>	<u>Exhibit</u>
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.
99.1	Corporate Governance Term Sheet adopted 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, as approved by the Company's Board of Directors on July 28, 2008 and amended by the Board on October 30, 2008 (incorporated by reference to Exhibit 99.1 of the Company's Form 10-K for the year ended December 31, 2008).
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

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





**AMENDED AND RESTATED ACTIVISION BLIZZARD, INC.**  
**2008 INCENTIVE PLAN**  
**NOTICE OF RESTRICTED SHARE UNIT AWARD**

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

- Your name: **George Rose**
- Total number of Restricted Share Units awarded: **13,000**
- Date of Grant: **November 8, 2010**
- Grant ID: **08005627**
- Your Award of Restricted Share Units is governed by the terms and conditions set forth in:
  - this Notice of Restricted Share Unit Award;
  - the Restricted Share Unit 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.
- *Schedule for Vesting :*

Except as otherwise provided under the Award Terms, the Restricted Share Units awarded to you will vest in full on **November 8, 2011** 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 Restricted Share Unit Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.*
- *Please return the signed Notice of Restricted Share Unit 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 Restricted Share Unit 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: 12/16/2010

**ACCEPTED AND AGREED:**

/s/ George Rose  
George Rose

Date: 03/22/2010

**EXHIBIT A**

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

**2008 INCENTIVE PLAN**

**RESTRICTED SHARE UNIT 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”** (i) shall have the meaning given to such term in any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time or (ii) if Grantee is not party to any agreement or offer letter with the Company or any of its subsidiaries or affiliates or any such agreement or offer letter does not contain a definition of “cause,” shall mean that Grantee (A) engaged in misconduct or gross negligence in the performance of his or her duties or willfully and continuously failed or refused to perform any duties reasonably requested in the course of his or her employment; (B) engaged in fraud, dishonesty, or any other improper conduct that causes, or in the sole and absolute discretion of the Company has the potential to cause, harm to the Company Group, including the business reputation or financial condition of any member of the Company Group; (C) violated any lawful directives or policies of the Company Group or any applicable laws, rules or regulations; (D) materially breached his or her employment agreement, proprietary information agreement or any other agreement with the Company Group; (E) committed, was indicted on charges related to, convicted of, or pled guilty or no contest to, a felony or crime involving dishonesty, moral turpitude or which could reflect negatively upon the Company Group or otherwise impede its operations; or (F) breached his or her fiduciary duties to the Company Group.

**“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 9 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 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.

**“Grant Notice”** means the Notice of Restricted Share Unit 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 vesting of Restricted Share Units or delivery or transfer of Vested Shares 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 such Vested Shares were issued or transferred to Grantee, (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 12 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 Share Units”** means units subject to the Award, which represent the conditional right to receive Common Shares in accordance with the Grant Notice and these Award Terms, unless and until such units become vested or are forfeited to the Company in accordance with the Grant Notice and these Award Terms.

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

“**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 to which the holder of the Restricted Share Units becomes entitled upon vesting thereof in accordance with Section 2 or 3 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. Vesting. Except as otherwise set forth in these Award Terms, the Restricted Share Units shall vest in accordance with the “Schedule for Vesting” set forth on the Grant Notice. Each Restricted Share Unit, upon vesting thereof, shall entitle the holder thereof to receive one Common Share (subject to adjustment pursuant to Section 9 hereof).

3. 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, as of the date of such termination of employment all Restricted Share Units shall cease to vest and any outstanding Restricted Share Units and Vested Shares that have yet to settle pursuant to Section 7 hereof shall immediately be forfeited to the Company without payment of consideration by the Company.

(b) Other. Unless the Committee determines otherwise, in the event that Grantee’s employment is terminated for any reason other than for Cause, as of the date of such termination of employment all Restricted Share Units shall cease to vest and, with the exception of any Vested Shares that have yet to settle pursuant to Section 7 hereof, shall immediately be forfeited to the Company without payment of consideration by the Company.

4. Tax Withholding. The Company shall have the right to require Grantee to satisfy any Withholding Taxes resulting from the vesting of any Restricted Share Units, the issuance or transfer of any Vested Shares 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 4, 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 4 and (ii) the Company shall have no obligation to deliver any Vested Shares unless and until all Withholding Taxes contemplated by this Section 4 have been satisfied.

5. Reservation of Shares. The Company shall at all times reserve for issuance or delivery upon vesting of the Restricted Share Units such number of Common Shares as shall be required for issuance or delivery upon vesting thereof.

6. Dividend Equivalents. In the event that any cash dividends are declared and paid on Common Shares to which the holder of the Restricted Share Units would be entitled upon vesting thereof, such holder shall be paid, on the payment date for such dividend, the amount that such holder would have received if the Restricted Share Units had vested, and the Common Shares to which such holder was thereupon entitled had been issued and outstanding and held of record by such holder, as of the record date for such dividend; provided, however, that no such dividend equivalents shall be paid if the Restricted Share Units have been forfeited to the Company in accordance with Section 3 hereof prior to payment thereof. Notwithstanding the foregoing, in no event shall any such dividend equivalents be paid later than the 45<sup>th</sup> day following the year in which the related dividends are paid. For purposes of the time and form of payment requirements of Section 409A, such dividend equivalents shall be treated separately from the Restricted Share Units.

7. Receipt and Delivery. As soon as administratively practicable (and, in any event, within 30 days) after any Restricted Share Units vest, the Company shall (i) effect the issuance or transfer of the resulting Vested Shares, (ii) cause the issuance or transfer of such Vested Shares to be evidenced on the books and records of the Company, and (iii) cause such 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 as set forth in Section 15 hereof, the Company shall instead cause a certificate evidencing such Vested Shares and bearing such legend to be delivered to the person entitled thereto.

8. 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 9 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 any adverse consequences under Section 409A.

9. 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 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.

10. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Company shall not be obligated to issue or transfer any Restricted Share Units or Vested Shares, and no Restricted Share Units 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 Share Units 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 Share Units or Vested Shares, to issue or transfer Restricted Share Units 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 Share Units or Vested Shares or resale of Restricted Share Units or Vested Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.

11. Transferability. Except as otherwise permitted under the Plan or this Section 11, the Restricted Share Units shall not be transferable by Grantee other than by will or the laws of descent and distribution. With the Company's consent, Grantee may transfer Restricted Share Units 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.

12. Employment Violation. The terms of this Section 12 shall apply to the Restricted Share Units if Grantee is or becomes subject to an employment agreement with the Company or any of its subsidiaries or affiliates. In the event of an Employment Violation, the Company shall have the right to require (i) the forfeiture by Grantee to the Company of any outstanding Restricted Share Units or Vested Shares which have yet to settle pursuant to Section 7 hereof and (ii) 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 Share Units 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.

13. 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.



14. Section 409A.

(a) Payments contemplated with respect to the Award are intended to comply with 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 14 does not create an obligation on the part of the Committee or the Company to make any such modification.

(b) Neither Grantee nor any of Grantee's creditors or beneficiaries shall have the right to subject any deferred compensation (within the meaning of Section 409A) payable with respect to the Award to any anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment or garnishment. Except as permitted under Section 409A, any deferred compensation (within the meaning of Section 409A) payable to Grantee or for Grantee's benefit with respect to the Award may not be reduced by, or offset against, any amount owing by Grantee to the Company.

(c) Notwithstanding anything to the contrary contained herein, if (i) the Committee determines in good faith that the Restricted Share Units do not qualify for the "short-term deferral exception" under Section 409A, (ii) Grantee is a "specified employee" (as defined in Section 409A) and (iii) a delay in the issuance or transfer of Vested Shares to Grantee or his or her estate or beneficiaries hereunder by reason of Grantee's "separation from service" (as defined in Section 409A) with the Company or any of its subsidiaries or affiliates is required to avoid tax penalties under Section 409A but is not already provided for by this Award, the Company shall cause the issuance or transfer of such Vested Shares to Grantee or Grantee's estate or beneficiary upon the earlier of (A) the date that is the first business day following the date that is six months after the date of Grantee's separation from service or (B) Grantee's death.

15. Legend. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any certificate evidencing Vested 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."

16. 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.

17. No Rights as Stockholder. No holder of Restricted Share Units 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.

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 11 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 in any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time, 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 any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time 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 any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time, 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.

**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: **Mike Morhaim**
- Total number of Shares purchasable upon exercise of the Stock Option awarded: **200,000**
- Exercise Price: US\$ **12.98** per Share
- Date of Grant: **November 10, 2011**
- Expiration Date: **November 10, 2021**
- Grant ID: **08006646**
- 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.
- *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:

**Schedule for Vesting**

<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>November 9, 2012</b>	<b>66,667</b>	<b>66,667</b>
<b>November 9, 2013</b>	<b>66,667</b>	<b>133,334</b>
<b>November 9, 2014</b>	<b>66,666</b>	<b>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: 12/18/2011

**ACCEPTED AND AGREED:**

/s/ Mike Morhaim  
**Mike Morhaim**

Date: 01/17/2012

**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”** (i) shall have the meaning given to such term in any employment agreement or offer letter between the Holder and the Company or any of its subsidiaries or affiliates in effect from time to time or (ii) if the Holder is not party to any agreement or offer letter with the Company or any of its subsidiaries or affiliates or any such agreement or offer letter does not contain a definition of “cause,” shall mean that the Holder (A) engaged in misconduct or gross negligence in the performance of his or her duties or willfully and continuously failed or refused to perform any duties reasonably requested in the course of his or her employment; (B) engaged in fraud, dishonesty, or any other improper conduct that causes, or in the sole and absolute discretion of the Company has the potential to cause, harm to the Company Group, including the business reputation or financial condition of any member of the Company Group; (C) violated any lawful directives or policies of the Company Group or any applicable laws, rules or regulations; (D) materially breached his or her employment agreement, proprietary information agreement or any other agreement with the Company Group; (E) committed, was indicted on charges related to, convicted of, or pled guilty or no contest to, a felony or crime involving dishonesty, moral turpitude or which could reflect negatively upon the Company Group of otherwise impede its operations; or (F) breached his or her fiduciary duties to the Company Group.

**“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”** (A) shall have the meaning given to such term in, or otherwise be determined in accordance with, any employment agreement or offer letter between the Holder and the Company or any of its subsidiaries or affiliates in effect from time to time or (B) if the Holder is not party to any agreement or offer letter with the Company or any of its subsidiaries or affiliates or any such agreement or offer letter does not contain a definition of “disability” or otherwise provide a method for determining whether the Holder is disabled, shall have the meaning ascribed thereto under the Company’s long-term disability plan in effect from time to time, as interpreted under such plan (with such interpretation to be final, conclusive and binding for purposes of these Award Terms).

**“Employment Violation”** means any material breach by the Holder 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 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.

**“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. 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.

**"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) 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.

(c) 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) or 4(b) hereof, the Stock Option shall (i) cease to vest as of the date of such termination of employment and (ii) to the extent vested as of the date of such termination of employment, be exercisable in accordance with these Award Terms until the earlier of (A) the 30th day after the date of such termination of employment 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 such termination of service, the Stock Option shall be immediately cancelled and shall no longer be exercisable.

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. The terms of this Section 11 shall apply to the Stock Option if the Holder is or becomes subject to an employment agreement with the Company or any of its subsidiaries or affiliates. 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 any employment agreement or offer letter between the Holder and the Company or any of its subsidiaries or affiliates in effect from time to time 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 any employment agreement or offer letter between the Holder and the Company or any of its subsidiaries or affiliates in effect from time to time 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 any employment agreement or offer letter between the Holder and the Company or any of its subsidiaries or affiliates in effect from time to time, 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 UNIT AWARD**

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

- Your name: **Mike Morhaim**
- Total number of Restricted Share Units awarded: **70,000**
- Date of Grant: **November 10, 2011**
- Grant ID: **08007505**
- Your Award of Restricted Share Units is governed by the terms and conditions set forth in:
  - this Notice of Restricted Share Unit Award;
  - the Restricted Share Unit 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.
- *Schedule for Vesting* :

Except as otherwise provided under the Award Terms, the Restricted Share Units awarded to you will vest as follows, provided you remain continuously employed by the Company or one of its subsidiaries or affiliates through each such date:

**Schedule for Vesting**

<b>Date of Vesting</b>	<b>No. of Restricted Share Units Vesting at Vesting Date</b>	<b>Cumulative No. of Restricted Share Units Vested at Vesting Date</b>
<b>November 9, 2012</b>	<b>23,334</b>	<b>23,334</b>
<b>November 9, 2013</b>	<b>23,333</b>	<b>46,667</b>
<b>November 9, 2014</b>	<b>23,333</b>	<b>70,000</b>

- *Please sign and return to the Company this Notice of Restricted Share Unit Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.*
- *Please return the signed Notice of Restricted Share Unit 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 Restricted Share Unit 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: 12/18/2011

**ACCEPTED AND AGREED:**

/s/ Mike Morhaim  
**Mike Morhaim**

Date: 01/17/2012

**EXHIBIT A**

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

**2008 INCENTIVE PLAN**

**RESTRICTED SHARE UNIT 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”** (i) shall have the meaning given to such term in any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time or (ii) if Grantee is not party to any agreement or offer letter with the Company or any of its subsidiaries or affiliates or any such agreement or offer letter does not contain a definition of “cause,” shall mean that Grantee (A) engaged in misconduct or gross negligence in the performance of his or her duties or willfully and continuously failed or refused to perform any duties reasonably requested in the course of his or her employment; (B) engaged in fraud, dishonesty, or any other improper conduct that causes, or in the sole and absolute discretion of the Company has the potential to cause, harm to the Company Group, including the business reputation or financial condition of any member of the Company Group; (C) violated any lawful directives or policies of the Company Group or any applicable laws, rules or regulations; (D) materially breached his or her employment agreement, proprietary information agreement or any other agreement with the Company Group; (E) committed, was indicted on charges related to, convicted of, or pled guilty or no contest to, a felony or crime involving dishonesty, moral turpitude or which could reflect negatively upon the Company Group or otherwise impede its operations; or (F) breached his or her fiduciary duties to the Company Group.

**“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 9 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 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.

**“Grant Notice”** means the Notice of Restricted Share Unit 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 vesting of Restricted Share Units or delivery or transfer of Vested Shares 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 such Vested Shares were issued or transferred to Grantee, (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 12 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 Share Units”** means units subject to the Award, which represent the conditional right to receive Common Shares in accordance with the Grant Notice and these Award Terms, unless and until such units become vested or are forfeited to the Company in accordance with the Grant Notice and these Award Terms.

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

“**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 to which the holder of the Restricted Share Units becomes entitled upon vesting thereof in accordance with Section 2 or 3 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. Vesting. Except as otherwise set forth in these Award Terms, the Restricted Share Units shall vest in accordance with the “Schedule for Vesting” set forth on the Grant Notice. Each Restricted Share Unit, upon vesting thereof, shall entitle the holder thereof to receive one Common Share (subject to adjustment pursuant to Section 9 hereof).

3. 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, as of the date of such termination of employment all Restricted Share Units shall cease to vest and any outstanding Restricted Share Units and Vested Shares that have yet to settle pursuant to Section 7 hereof shall immediately be forfeited to the Company without payment of consideration by the Company.

(b) Other. Unless the Committee determines otherwise, in the event that Grantee’s employment is terminated for any reason other than for Cause, as of the date of such termination of employment all Restricted Share Units shall cease to vest and, with the exception of any Vested Shares that have yet to settle pursuant to Section 7 hereof, shall immediately be forfeited to the Company without payment of consideration by the Company.

4. Tax Withholding. The Company shall have the right to require Grantee to satisfy any Withholding Taxes resulting from the vesting of any Restricted Share Units, the issuance or transfer of any Vested Shares 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 4, 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 4 and (ii) the Company shall have no obligation to deliver any Vested Shares unless and until all Withholding Taxes contemplated by this Section 4 have been satisfied.

5. Reservation of Shares. The Company shall at all times reserve for issuance or delivery upon vesting of the Restricted Share Units such number of Common Shares as shall be required for issuance or delivery upon vesting thereof.

6. Dividend Equivalents. In the event that any cash dividends are declared and paid on Common Shares to which the holder of the Restricted Share Units would be entitled upon vesting thereof, such holder shall be paid, on the payment date for such dividend, the amount that such holder would have received if the Restricted Share Units had vested, and the Common Shares to which such holder was thereupon entitled had been issued and outstanding and held of record by such holder, as of the record date for such dividend; provided, however, that no such dividend equivalents shall be paid if the Restricted Share Units have been forfeited to the Company in accordance with Section 3 hereof prior to payment thereof. Notwithstanding the foregoing, in no event shall any such dividend equivalents be paid later than the 45<sup>th</sup> day following the year in which the related dividends are paid. For purposes of the time and form of payment requirements of Section 409A, such dividend equivalents shall be treated separately from the Restricted Share Units.

7. Receipt and Delivery. As soon as administratively practicable (and, in any event, within 30 days) after any Restricted Share Units vest, the Company shall (i) effect the issuance or transfer of the resulting Vested Shares, (ii) cause the issuance or transfer of such Vested Shares to be evidenced on the books and records of the Company, and (iii) cause such 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 as set forth in Section 15 hereof, the Company shall instead cause a certificate evidencing such Vested Shares and bearing such legend to be delivered to the person entitled thereto.

8. 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 9 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 any adverse consequences under Section 409A.

9. 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 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.

10. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Company shall not be obligated to issue or transfer any Restricted Share Units or Vested Shares, and no Restricted Share Units 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 Share Units 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 Share Units or Vested Shares, to issue or transfer Restricted Share Units 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 Share Units or Vested Shares or resale of Restricted Share Units or Vested Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.

11. Transferability. Except as otherwise permitted under the Plan or this Section 11, the Restricted Share Units shall not be transferable by Grantee other than by will or the laws of descent and distribution. With the Company's consent, Grantee may transfer Restricted Share Units 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.

12. Employment Violation. The terms of this Section 12 shall apply to the Restricted Share Units if Grantee is or becomes subject to an employment agreement with the Company or any of its subsidiaries or affiliates. In the event of an Employment Violation, the Company shall have the right to require (i) the forfeiture by Grantee to the Company of any outstanding Restricted Share Units or Vested Shares which have yet to settle pursuant to Section 7 hereof and (ii) 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 Share Units 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.

13. 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.

14. Section 409A.

(a) Payments contemplated with respect to the Award are intended to comply with 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 14 does not create an obligation on the part of the Committee or the Company to make any such modification.

(b) Neither Grantee nor any of Grantee's creditors or beneficiaries shall have the right to subject any deferred compensation (within the meaning of Section 409A) payable with respect to the Award to any anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment or garnishment. Except as permitted under Section 409A, any deferred compensation (within the meaning of Section 409A) payable to Grantee or for Grantee's benefit with respect to the Award may not be reduced by, or offset against, any amount owing by Grantee to the Company.

(c) Notwithstanding anything to the contrary contained herein, if (i) the Committee determines in good faith that the Restricted Share Units do not qualify for the "short-term deferral exception" under Section 409A, (ii) Grantee is a "specified employee" (as defined in Section 409A) and (iii) a delay in the issuance or transfer of Vested Shares to Grantee or his or her estate or beneficiaries hereunder by reason of Grantee's "separation from service" (as defined in Section 409A) with the Company or any of its subsidiaries or affiliates is required to avoid tax penalties under Section 409A but is not already provided for by this Award, the Company shall cause the issuance or transfer of such Vested Shares to Grantee or Grantee's estate or beneficiary upon the earlier of (A) the date that is the first business day following the date that is six months after the date of Grantee's separation from service or (B) Grantee's death.

15. Legend. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any certificate evidencing Vested 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."

16. 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.

17. No Rights as Stockholder. No holder of Restricted Share Units 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.

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 11 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 in any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time, 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 any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time 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 any employment agreement or offer letter between Grantee and the Company or any of its subsidiaries or affiliates in effect from time to time, 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.



To: Eric Hirshberg, Chief Executive Officer of Activision Publishing, Inc.  
From: Chris Walther, Chief Legal Officer  
Date: December 22, 2011  
Re: Notice of Assignment of Employment Agreement to Activision Blizzard, Inc.

This letter is to inform you that effective January 1, 2012, Activision Publishing, Inc. (“Activision Publishing”) hereby assigns all of its rights, title and interest in your employment agreement to Activision Blizzard, Inc. (“Activision Blizzard” or “Company”), and Activision Blizzard hereby accepts such assignment in its entirety including without limitation all of Activision Publishing obligations thereunder.

As a result of this change, you will see a change in your payroll documentation (e.g. paystubs, W-2’s, etc.), which will now be administered by Activision Blizzard beginning January 1, 2012. Specifically, the governmental reporting entity listed on this documentation will change from Activision Publishing to Activision Blizzard.

Although consent of such assignment is not required pursuant to the terms of your employment agreement, the Company is requesting your signature below as acknowledgment of receipt of this letter. Please return a signed original to Raluca Roman in HR Operations, and a copy will be returned to you for your records and the signed original placed in your personnel file.

If you have any questions or concerns regarding the above, please feel free to contact me at [Chris.Walther@activision.com](mailto:Chris.Walther@activision.com) or xt. 2059.

Acknowledged by:

/s/ Eric Hirshberg  
Employee Name

01/06/2012  
Date

cc: Personnel File

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As adopted by the Board of Directors on  
October 21, 2011

**Activision Blizzard, Inc.**

**Non-Affiliated Director Compensation Program and  
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 - \$55,000
- Chairman of the Audit Committee - \$27,500
- Chairman of the Compensation Committee - \$22,000
- Chairman of the Nominating and Corporate Governance Committee - \$16,500
- Audit Committee Member - \$11,000
- Compensation Committee Member - \$5,500
- Nominating and Corporate Governance Committee Member - \$5,500

**Meeting Fees:**

- For each board or committee meeting attended in person or by telephone - \$3,300

**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) - \$5,500

**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 44,000 stock options upon initial election or appointment to the Board.

### Annual Option Grant

- Each Non-Affiliated Director will receive an annual grant of 22,000 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 44,000 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 1st 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 22,000 RSUs upon initial election or appointment to the Board.

### **Annual RSU Grant**

- Each Non-Affiliated Director will receive an annual grant of 11,000 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 22,000 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.

**Other Benefits** As determined by the Board from time-to-time.

- 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.

- Non-Affiliated Director Stock Ownership Guidelines**
- Each Non-Affiliated Director is required, within four years following his or her first election to the Board, to beneficially own (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) shares of the Company's common stock (including any restricted shares of common stock or restricted share units payable in shares of the Company's common stock) having an aggregate value at least equal to five times the amount of the annual cash Board retainer that we then pay such director for regular 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 ( *e.g.* , with respect to shares acquired through the exercise of stock options, the exercise price).
  - Non-Affiliated Directors are subject to these guidelines for as long as they continue to serve on the Board.

**MAJOR SUBSIDIARIES OF THE REGISTRANT AT DECEMBER 31, 2011**

<b>Name of Subsidiary</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>
AB Partners C.V.	Netherlands
Activision Blizzard Benelux B.V	Netherlands
Activision Blizzard Deutschland GmbH	Germany
Activision Blizzard France SAS	France
Activision Blizzard Nordic AB	Sweden
Activision Blizzard Pty Limited	Australia
Activision Blizzard UK Limited	U.K.
Activision Publishing, Inc	U.S.—Delaware
ATVI C.V	Netherlands
Blizzard Entertainment SAS	France
Blizzard Entertainment, Inc	U.S.—Delaware
Coöperatie Activision Blizzard International U.A	Netherlands
Infinity Ward, Inc	U.S.—Delaware
Sledgehammer Games, Inc	U.S.—Delaware
Vicarious Visions, Inc.	U.S.—New York

QuickLinks

[Exhibit 21.1](#)

MAJOR SUBSIDIARIES OF THE REGISTRANT AT DECEMBER 31, 2011

[QuickLinks](#) -- Click here to rapidly navigate through this document

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-4 (No. 333-101304) and Form S-8 (Nos. 033-48411, 033-63638, 033-91074, 333-06054, 333-06130, 333-40727, 333-58922, 333-61573, 333-72014, 333-81239, 333-85383, 333-87810, 333-100114, 333-100115, 333-103323, 333-106487, 333-111131, 333-146431, 333-153661, 333-165123 and 333-167428) of Activision Blizzard, Inc. of our report dated February 28, 2012 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California  
February 28, 2012

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QuickLinks

[Exhibit 23.1](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



**CERTIFICATION**

I, Robert A. Kotick, certify that:

1. I have reviewed this annual report on Form 10-K 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: February 28, 2012

/s/ ROBERT A. KOTICK

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

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QuickLinks

[Exhibit 31.1](#)

[CERTIFICATION](#)

**CERTIFICATION**

I, Thomas Tippl, certify that:

1. I have reviewed this annual report on Form 10-K 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: February 28, 2012

/s/ THOMAS TIPPL

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Thomas Tippl  
*Chief Operating Officer and Chief Financial Officer,*

*Principal Financial Officer of Activision  
Blizzard, Inc.*

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QuickLinks

[Exhibit 31.2](#)

[CERTIFICATION](#)

**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 annual report of Activision Blizzard, Inc. (the "Company") on Form 10-K for the year ended December 31, 2011 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: February 28, 2012

/s/ ROBERT A. KOTICK

\_\_\_\_\_  
Robert A. Kotick  
*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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QuickLinks

Exhibit 32.1

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

**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 annual report of Activision Blizzard, Inc. (the "Company") on Form 10-K for the year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas Tippl, Chief Operating Officer and Chief Financial Officer, Principal Financial 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: February 28, 2012

/s/ THOMAS TIPPL

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Thomas Tippl  
*Chief Operating Officer and Chief Financial Officer,*

*Principal Financial 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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QuickLinks

Exhibit 32.2

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