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ACTIVISION INC /NY
Form 424B3
November 20, 2001

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 26, 2001)

1,073,049 Shares

ACTIVISION, INC.
Common Stock

The stockholders of Activision, Inc. listed in this prospectus supplement under the section entitled "Selling Stockholders" are offering and selling up to 1,073,049 shares of Activision's common stock under this prospectus.

All of the Selling Stockholders acquired their shares of Activision common stock in connection with Activision's acquisition on October 1, 2001 of Treyarch Invention LLC, a California based console software development company. The Selling Stockholders were all of the members and certain employees of Treyarch. This prospectus supplement reflects a three-for-two split of shares of Activision common stock, the record date for which was November 6, 2001. Activision will not receive any of the proceeds from the sale of shares being offered by the Selling Stockholders.

Activision's common stock is traded in the NASDAQ National Market System under the symbol "ATVI." On November 19, 2001, the last sale price for the common stock as reported on the NASDAQ National Market System was \$36.15 per share.

No underwriting is being used in connection with this offering of common stock. The shares of common stock are being offered without underwriting discounts. The expenses of this registration will be paid by Activision. Normal brokerage commissions, discounts and fees will be payable by the Selling Stockholders.

Activision's principal executive offices are located at 3100 Ocean Park Boulevard, Santa Monica, California 90405, telephone number (310) 255-2000.

For a discussion of certain matters that should be considered by prospective investors, see "Risk Factors" starting on page 2 of the Prospectus dated October 26, 2001.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of common stock offered or sold under this prospectus or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is November 20, 2001.

SELLING STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of shares of Activision common stock by the stockholders selling Common Stock hereunder (the "Selling Stockholders") as of November 6, 2001, and the number of shares of common stock being offered by this prospectus supplement. The following table has been updated from the table set forth in the Prospectus Supplement dated November 5, 2001, to the Prospectus dated October 26, 2001, to reflect a three-for-two split of shares of Activision common stock, the record date for which was November 6, 2001.

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Name of Selling Stockholder	Beneficial Ownership of Common Stock Prior to the Offering		Number of Shares of Common Stock Being Offered(2)
	Number of Shares	Percentage of Class(1)	
Agraviador, Arnold	7,509	*	7,509
Akemann, Peter	195,630	*	195,630
Argoud, Doris	801	*	801
Baird, Shawn	7,380	*	7,380
Likeness, Don	200,548	*	200,548
Steinmann, Eric	185,400	*	185,400
Capistrano, Shawn	42,391	*	42,391
Bare, Jason	3,391	*	3,391
Bortoluzzi, Alex	6,787	*	6,787
Bower, Thad	2,347	*	2,347
Brainerd, Wade	7,017	*	7,017
Busic, L. Christian	6,615	*	6,615
Busse, Christopher	13,078	*	13,078
Bustamante, Sergio	2,173	*	2,173
Chao, James	7,074	*	7,074
Cook, David	3,391	*	3,391
Doran, Nicholas	6,615	*	6,615
Erdman, Christopher C.	6,730	*	6,730
Fristrom, James	10,792	*	10,792
Gilman, Sukru	3,391	*	3,391
Hughes, Patrick	1,888	*	1,888
Ishihara, Glenn	687	*	687
John, Gregory	7,017	*	7,017
Krug, Barbara	3,391	*	3,391
Lakshmanan, Srini	3,391	*	3,391
Moriwaki, Yoshitomo G.	7,531	*	7,531
Nau, Mark	11,880	*	11,880
Olson, Evan	3,391	*	3,391
Palmer, Sean	4,348	*	4,348
Sahuc, Pasca	17,131	*	7,131
Soares, Christopher	10,792	*	10,792
Tolman, Charles	11,880	*	11,880
Tolman, Tiffany	1,488	*	1,488
Villasenor, Rose	1,260	*	1,260
Aeria, Zachary	364	*	364
Akaike, Akihiro	828	*	828
Akopyan, Loudvik	145	*	145
Altman, Matthew I	72	*	72
Anderson, Jennifer	36	*	36
Andrunas, John A.	144	*	144
Bains, David Andrew	180	*	180
Barasch, Alan	144	*	144
Bendis, Scott	807	*	807
Bryant, Jason	468	*	468
Burgess, Joel	612	*	612
Chen, Peter H.	36	*	36
Chen, Tong	636	*	636
Chien, Andy	217	*	217
Cutler, Elizabeth	36	*	36
Davis, Wendy L.	36	*	36
Drageset, Craig I	72	*	72
Dumlao, Darwin	327	*	327
Eastepp, Travis	291	*	291
Edelstein, Paul A.	474	*	474
Fedasz IV, Stephen	108	*	108

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Fiederer, Joerg T.	870	*	870
Giampa, Kristopher	36	*	36
Gluck, Florent	72	*	72
Goldman, Daniel B.	181	*	181
Gonwick, Vanessa	72	*	72
Grace, Bradley	145	*	145
Henne, Christian	763	*	763
Hosfeld, Ian Peter	36	*	36
Hurd, Eric A	36	*	36
Ikeda, Lisa	360	*	360
Jameson, Brian R.	180	*	180
Johnson, Sean C.	72	*	72
Juneau, Jason (Jay)	72	*	72
Kang, Win	108	*	108
Kohout, Robert H.	180	*	180
Kovachev, Asen	327	*	327
Lauf, Jon	582	*	582
Lawson, Brian	255	*	255
Lydon, John	36	*	36
Mailhot, Michel	546	*	546
Maza, Jeremiah	360	*	360
Mc Mahan, Michael	360	*	360
McAlpine, Terri N	36	*	36
McKesson, Jason L.	216	*	216
Mills, Nigel	546	*	546
Morrisroe, Brian D	36	*	36
Morrow, Charles	72	*	72
Nugent, Joseph B.	108	*	108
Offermann, Alexander	72	*	72
Ono, Tomas K.	72	*	72
Parker, Jeremy L.	72	*	72
Pasko, Kevin	400	*	400
Pavone, Eric M.	144	*	144
Peterson, Dustin	432	*	432
Petty, Cameron S.	108	*	108
Pinder, Carl	364	*	364
Probst, Timothy A.	144	*	144
Quach, Tuan (Tony)	72	*	72
Rakunas, Adam	289	*	289
Rappaport, Douglas	72	*	72
Rhoades, Matthew B.	72	*	72
Rix, Aaron	400	*	400
Rusch, Matthew S.	145	*	145
Salazar, Manuel	436	*	436
Samonte, Rey	829	*	829
Sanchez, Roberto	252	*	252
SantaAna, Jake	538	*	538
Santat, Daniel	72	*	72
Schenkelberg, Jeff D.	72	*	72
Schmidt, Kevin E.	36	*	36
Simkins, Gregory P.	180	*	180
Smilovitch, Tim	472	*	472
Stanev, Dimiter	324	*	324
Stone, Erik M.	145	*	145
Swihart, Andrew D	36	*	36
Taylor, Greg	400	*	400
Terletski, Dmitri	763	*	763
Tomatani, Kevin	288	*	288
Touevsky, Krassimir	36	*	36
Valenzuela, Joseph I.	144	*	144
Van Zelm, John	327	*	327
Vance, Michael K.	435	*	435

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Wadey, Charles E.	72	*	72
Webster, Jon	510	*	510
Whitehead, Paul	801	*	801
Zachary, James	618	*	618
Zamkoff, Johathan	396	*	396
Zide, Leonardo	72	*	72
All Selling Stockholders as a group	818,943		818,943

*Less than 1%.

- (1) Percentages are based on 52,681,131 shares of common stock that were issued and outstanding as of November 16, 2001, effected for the stock split.
- (2) This amount does not include the following, which are more fully described below: (i) 230,988 shares of Common Stock subject to certain software program delivery and revenue and certain escrow requirements; and (ii) 23,098 shares of Common Stock to be issued to certain Selling Stockholders upon completion of certain software program delivery and revenue requirements.

The Company entered into an agreement and plan of merger (the "Merger Agreement") with Activision Publishing Inc., Treyarch Invention LLC ("Treyarch"), Don Likeness, Peter Akemann, Eric Steinmann, Shawn Capistrano and Eric Steinmann, as representative of the persons listed on Schedule 1 thereto (the "Members"). The transaction contemplated by the Merger Agreement was consummated on October 1, 2001.

Pursuant to a warranty escrow agreement an aggregate of 230,988 shares of Common Stock, or twenty-two percent (22%) of the total number of shares of Common Stock issued have been deposited in an escrow account in connection with the transaction (the "Escrow Shares"). The Escrow Shares have been deposited in order to ensure that the representations, warranties and covenants made by the former Treyarch Members under the Merger Agreement are not breached and in order to provide a source of indemnification to Activision pursuant to the Merger Agreement. In addition, the Escrow Shares are subject to release from escrow upon fulfillment of certain software program delivery and ranking requirements and certain revenue requirements, as described in the Merger Agreement. In the event certain of the software program delivery and ranking requirements are met, certain of the Selling Stockholders are entitled to receive, in addition to the Escrow Shares, 23,098 shares of Common Stock.

We will issue a prospectus supplement to reflect any increase in the number of shares of Common Stock offered for sale in the event the conditions described above are fulfilled.

Prior to the acquisition of Treyarch by Activision, Treyarch was a party to various development agreements with Activision. Other than such contracts and the fact that the Selling Stockholders are employees of Treyarch, which became a wholly owned subsidiary of Activision on October 1, 2001 pursuant to the Merger Agreement, none of the Selling Stockholders has had a material relationship with the Company within the past three years.