

ACTIVISION INC /NY
Form 424B3
July 09, 2002

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 the release of certain shares of Activision common stock which had been subject to certain software program delivery and revenue requirements.

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 on the Nasdaq National Market under the symbol "ATVI." The last reported sale price for the common stock on July 5, 2002 was \$27.23 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 July 9, 2002.

SELLING STOCKHOLDERS

The following table reflects (i) the beneficial ownership by the Selling

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Stockholders of an additional 101,635 shares of Activision Common Stock which had been subject to certain software program delivery and revenue requirements and (ii) the addition of a donee of 6,750 shares of Activision Common Stock as a Selling Stockholder. This table supplements and must be read in conjunction with the table set forth in the Prospectus Supplement dated November 20, 2001, to the Prospectus dated October 26, 2001.

Name of Selling Stockholder	Number of Additional Shares of Common Stock
Aeria, Zach	43
Agraviador, Arnold	928
Akaike, Akihiro	696
Akemann, Peter	14,023
Akopyan, Loudvik	130
Altman, Matt	109
Anderson, Jennifer	43
Andrunas, John	217
Argoud, Doris	279
Baird, Shawn	570
Bare, Jason	2,436
Bendis, Scott	217
Bortoluzzi, Alex	1,829
Bower, Thad	398
Brainerd, Wade	1,412
Burgess, Joel	696
Busic, L. Christian	946
Busse, Christopher	1,445
Bustamante, Sergio	690
Byelay, Dymtro	522
Capistrano, Shawn	3,275
Carlson, Marc	87
Caruso, Mike	130
Chao, James	2,720
Chen, Peter	217
Chien, Tsung-Kuei	696
Cook, David	262
Davis, Wendy	130
DeHart, John	43

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Name of Selling Stockholder	Number of Additional Shares of Common Stock
Dharwadkar, Amrit	87
Donlon, Martin	696
Doran, Nicholas	511
Doss, Ian	130
DuBois, Daniel	65
Dumlao, Darwin	217
Dzhavadov, Viacheslav	130
Eastepp, Travis	391
Edelstein, Paul	435
Erdman, Christopher C.	737

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Fedasz, Stephen	130
Fiederer, Joerg	217
First Lutheran Church of Venice	6,750
Ford, Tim	130
Fristrom, James	2,138
Giampa, Kristopher	130
Gilman, Sukru	524
Gluck, Florent	522
Goldman, Daniel	217
Grace, Bradley	304
Hayes, Jeff	478
Hosfeld, Ian-Peter	696
Hughes, Patrick	146
Ikeda, Lisa	217
Ishihara, Glenn	53
John, Gregory	1,194
Johnson, Sean	130
Juneau, Jason	174
Krug, Barbara	262
Kwok, Tony	217
Lakshmanan, Srini	610
Lauf, Jonathan	1,000
Lee, Winnie	130
Likeness, Don	14,403
Long, Susan	87
Lydon, John	130
Mailhot, Michel	435

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Name of Selling Stockholder	Number of Additional Shares of Common Stock
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McMahan, Michael	870
McAlpine, Terri	87
McKesson, Jason	217
Michon, Nick	33
Montague, Mike	217
Moriwaki, Yoshitomo G.	1,887
Morrisroe, Brian	696
Nau, Mark	1,134
Olson, Evan	262
Palmer, Sean	337
Parker, Jeremy	696
Parkinson, Bobby	435
Pasko, Kevin	326
Pavone, Eric	696
Petty, Cameron	174
Probst, Timothy	304
Rakunas, Adam	130
Rappaport, Douglas	522
Rhoades, Matthew	783
Rusch, Matthew	217
Sahuc, Pascal	551
Samonte, Rey	261
Sanchez, Roberto	1,131
Santa Ana, Jake	1,305
Santat, Daniel	174

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Santoso, Petrus	261
Sereda, Eduard	348
Smilovitch, Timothy	1,000
Soares, Christopher	1,485
Stanev, Dimiter (Malkia)	304
Steinmann, Eric	13,235
Stone, Erik	174
Swihart, Andrew	130
Tarvin, Derek	130
Taylor, Greg	870
Tolman, Tiffany	115
Tolman, Charles	1,352
Tomatani, Kevin	217
Touevsky, Krassimir	522

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Name of Selling Stockholder -----	Number of Additional Shares of Common Stock -----
van Zelm, John	217
Vance, Michael	1,305
VeZina, Jean-Francois (Jeff)	33
Villasenor, Rose	446
Wadey, Charles	348
Whitehead, Paul	174
Zachary, James	1,131
Zamkoff, Jonathan	1,131
 All Selling Stockholders as a Group	 108,385

Activision 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. The Escrow Shares are also 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 addition, 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, an aggregate of 23,098 shares of Common Stock (the "Additional Shares").

This prospectus supplement reflects the release from escrow of 92,395 Escrow Shares and the issuance of 9,240 Additional Shares, as a result of the fulfillment of some of the conditions described above. 138,593 Escrow Shares remain in escrow, and 13,858 Additional Shares remain to be issued, pending

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fulfillment of the conditions described above. We will issue a prospectus supplement to reflect any increase in the number of Escrow Shares and Additional Shares offered for sale.

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 Activision within the past three years.