

ACTIVISION INC /NY

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

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Address	3100 OCEAN PARK BLVD STE 1000 SANTA MONICA, California 90405
Telephone	310-255-2000
CIK	0000718877
Industry	Software & Programming
Sector	Technology
Fiscal Year	03/31

PROSPECTUS SUPPLEMENT
(To Prospectus dated February 4, 2000)

698,835 Shares

ACTIVISION, INC.

Common Stock

The stockholders of Activision, Inc. listed in this prospectus under the section entitled "Selling Stockholders" are offering and selling up to 698,835 shares of Activision's common stock under this prospectus.

Certain of the selling stockholders acquired their shares of Activision common stock in connection with Activision's acquisition on September 30, 1999, of JCM Productions, Inc. dba Neversoft Entertainment, a California based console software development company. Such selling stockholders constituted all of the stockholders of Neversoft prior to the acquisition. This prospectus supplement reflects the transfer of shares of Activision common stock from the former Neversoft stockholders to certain other selling stockholders.

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 February 14, 2000, the last sale price for the common stock as reported on the NASDAQ National Market System was \$14.375 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.

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

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 February 17, 2000.

SELLING STOCKHOLDERS

The following table, which sets forth certain information regarding the beneficial ownership of shares of Activision common stock by the selling stockholders as of February 8, 2000, and the number of shares of common stock being offered by this Prospectus Supplement, has been updated from the table contained in the Prospectus dated February 4, 2000, to include as selling stockholders certain transferees of shares of Activision common stock previously listed as owned by Joel J. Jewett, Michael West and Christopher Ward. Such update reflects the transfer of shares of Activision common stock from the former Neversoft stockholders to certain other selling stockholders.

Beneficial Ownership of Common Stock

Name and Address of Selling Stockholder	Prior to the Offering		Number of Shares of Common Stock Being Offered
	Number of Shares	Percentage of Class(1)	
Joel J. Jewett 3435 William Drive Newbury Park, CA 91320	159,220	*	159,115
Michael West 532 Pier Avenue, #A Santa Monica, CA 90405	157,225	*	157,225
Christopher Ward 2925 4th Street, #6 Santa Monica, CA 90405	157,225	*	157,225
Jason Uyeda 4326 Yukon Avenue Simi Valley, CA 93063	26,730	*	26,730
Kendall Harrison 22330 Victory Blvd., #203 Woodland Hills, CA 91367	23,670	*	23,670
Noel Hines 6333 Canoga Avenue, #183 Woodland Hills, CA 91367	17,640	*	17,640
David Cowling 2500 Abbot Kinney Blvd., #10 Venice, CA 90291	22,500	*	22,500
Jason Keeney 1505 Barry Avenue, #110 Los Angeles, CA 90025	9,090	*	9,090
Mark Scott 22101 Erwin St., #P209 Woodland Hills, CA 91367	6,030	*	6,030
Chad Findley 1929 N. Argyle Ave., #5 Hollywood, CA 90068	7,920	*	7,920
Aaron Cammarata 500 West 122nd St., Apt. 4D New York, NY 10027	9,090	*	9,090
Silvio Porretta 1224 Tenth Street, #E Santa Monica, CA 90401	13,320	*	13,320
Johnny Ow 3745 Glendon Ave., #111 Los Angeles, CA 90034	8,460	*	8,460
Ralph D'Amato 3171 W. Sierra Drive Westlake Village, CA 91362	4,230	*	4,230
Matt Duncan 14270 Dickens Street, #1 Sherman Oaks, CA 91423	4,860	*	4,860
Ryan J. McMahon 22036 Collins St., Apt. 203 Woodland Hills, CA 91367	5,400	*	5,400

Christopher J. Rausch 1212 Evergreen Avenue Fullerton, CA 92835	6,030	*	6,030
Darren M. Thorne 20023 Archwood Street Winnetka, CA 91306	8,460	*	8,460
Christopher Glenn 6333 Canoga Avenue, #175 Woodland Hills, CA 91367	3,600	*	3,600
Mark Burton 5405 Kester Avenue, #207 Sherman Oaks, CA 91411	13,320	*	13,320
Scott Pease 10368 1/2 Ashton Avenue Los Angeles, CA 90024	18,380	*	18,180
Kevin Mulhall 560 Highview Street Newbury Park, CA 91320	4,230	*	4,230
Alan Flores 567 Washington Blvd. Marina Del Rey, CA 90292	1,710	*	1,710
Garvin Jesdanun 1645 Armacost Avenue Los Angeles, CA 90025	6,156	*	1,710
Peter Day 6 Wells Road Merrow Park, Guildford Surrey GU4 7XQ UK	6,030	*	6,030
Lisa N. Edmison 222 Bennett Avenue Long Beach, CA 90803	1,260	*	1,260
David R. Stohl 14454 Glorietta Drive Sherman Oaks, CA 91423	4,467	*	1,800

All Selling Stockholders
as a group 706,253 * 698,835
* Less than 1%.

(1) Percentages are based on 25,540,813 shares of common stock that were issued and outstanding as of February 10, 2000.

The Company entered into an agreement and plan of reorganization (the "Merger Agreement") with Neversoft Entertainment and Joel Jewett, Michael West and Christopher Ward, who were the sole shareholders of Neversoft. The transaction contemplated by the Merger Agreement was consummated on September 30, 1999.

In order to ensure that the representations, warranties and covenants made by the former Neversoft stockholders under the Merger Agreement are not breached, and in order to provide a source of indemnification to Activision pursuant to such agreement, each of the former Neversoft stockholders deposited in escrow pursuant to a warranty escrow agreement ten percent (10%) of the total number of shares of Common Stock issued to such stockholder in connection with the transaction, an aggregate of 69,885 shares of Common Stock, to be held until the earlier of (i) September 30, 2000, (ii) the date on which Activision's auditors complete their first fiscal year end audit of financial statements containing combined operations of Activision's and Neversoft's businesses, or (iii) the date set forth in a joint written direction executed by Activision and the former Neversoft stockholders.

Prior to the acquisition of Neversoft by Activision, Neversoft was party to various development agreements with Activision. Other than such contracts and the fact that the selling stockholders are employees of Neversoft, which became a wholly owned subsidiary of the Company in September 1999 pursuant to the Merger Agreement, none of the selling stockholders has had a material relationship with the Company within past three years.

