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ACTIVISION INC /NY  
Form 424B3  
February 05, 2001

PROSPECTUS SUPPLEMENT  
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(To Prospectus dated February 2, 2001)

9,182,217 Shares

ACTIVISION, INC.

Common Stock

This Prospectus relates to 9,182,217 shares of Common Stock, par value \$.000001 per share, of Activision, Inc. ("Activision" or the "Company") being offered hereby for the account of certain of the Company's executive officers and directors (each a "Selling Stockholder" and collectively the "Selling Stockholders"). See "Selling Stockholders." Of the shares of Common Stock offered hereby, (i) 5,844,471 shares will be issued by the Company to the Selling Stockholders upon the exercise by such Selling Stockholders of options to purchase Common Stock issued to them pursuant to the Company's 1991 Stock Option and Stock Award Plan, the Company's 1998 Incentive Plan, and/or the Company's 1999 Incentive Plan (the 1999 Incentive Plan, 1991 Stock Option and Stock Award Plan and 1998 Incentive Plan, collectively, the "Stock Plans"), (ii) 3,235,678 shares will be issued by the Company to Selling Stockholders who are executive officers of the Company upon the exercise by such Selling Stockholders of options to purchase Common Stock issued to them outside of any plan, (iii) 62,068 shares will be issued by the Company to Selling Stockholders who are non-employee directors of the Company upon the exercise by such Selling Stockholders of warrants to purchase Common Stock issued to them pursuant to the Company's 1991 Director Warrant Plan and (iv) 40,000 shares will be issued by the Company to Selling Stockholders who are non-employee directors of the Company upon the exercise by such Selling Stockholders of warrants to purchase Common Stock issued to them outside of any plan.

The Company is a diversified international publisher and developer of interactive entertainment software. The Company is best known for its action, adventure and action/simulation products. The Company's products are designed for a range of platforms including personal computer systems and console systems. See "The Company."

The Common Stock is traded in the NASDAQ National Market System under the symbol "ATVI." On January 31, 2001, the last sale price for the Common Stock as reported on the NASDAQ National Market System was \$18.125 per share.

No underwriting is being utilized in connection with this registration of Common Stock and, accordingly, the shares of Common Stock are being offered without underwriting discounts. The expenses of this registration will be paid by the Company. Normal brokerage commissions, discounts and fees will be payable by the Selling Stockholders.

For a discussion of certain matters which should be considered by prospective investors, see "Risk Factors" commencing on page 2.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR

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ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is February 5, 2001.