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ACTIVISION INC /NY  
Form 424B3  
November 05, 2001

PROSPECTUS SUPPLEMENT  
(To Prospectus dated October 26, 2001)

715,366 Shares

ACTIVISION, INC.  
Common Stock

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The stockholders of Activision, Inc. listed in this prospectus supplement under the section entitled "Selling Stockholders" are offering and selling up to 715,366 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 addition of certain 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 November 2, 2001, the last sale price for the common stock as reported on the NASDAQ National Market System was \$38.95 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 5, 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 5, 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 dated October 26, 2001, to reflect the addition of Arnold Agraviador, Doris Argoud and Shawn Baird as selling stockholders.

Beneficial Ownership of Common Stock	Number
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Name of Selling Stockholder	Prior to the Offering		of Shares of Common Stock Being Offered(2)
	Number of Shares	Percentage of Class(1)	
Agraviador, Arnold	5,006	*	5,006
Akemann, Peter	130,420	*	130,420
Argoud, Doris	534	*	534
Baird, Shawn	4,920	*	4,920
Likeness, Don	133,699	*	133,699
Steinmann, Eric	123,600	*	123,600
Capistrano, Shawn	28,261	*	28,261
Bare, Jason	2,261	*	2,261
Bortoluzzi, Alex	4,525	*	4,525
Bower, Thad	1,565	*	1,565
Brainerd, Wade	4,678	*	4,678
Basic, L. Christian	4,410	*	4,410
Busse, Christopher	8,719	*	8,719
Bustamante, Sergio	1,449	*	1,449
Chao, James	4,716	*	4,716
Cook, David	2,261	*	2,261
Doran, Nicholas	4,410	*	4,410
Erdman, Christopher C.	4,487	*	4,487
Fristrom, James	7,195	*	7,195
Gilman, Sukru	2,261	*	2,261
Hughes, Patrick	1,259	*	1,259
Ishihara, Glenn	458	*	458
John, Gregory	4,678	*	4,678
Krug, Barbara	2,261	*	2,261
Lakshmanan, Srini	2,261	*	2,261
Moriwaki, Yoshitomo G.	5,021	*	5,021
Nau, Mark	7,920	*	7,920
Olson, Evan	2,261	*	2,261
Palmer, Sean	2,899	*	2,899
Sahuc, Pascal	4,754	*	4,754
Soares, Christopher	7,195	*	7,195
Tolman, Charles	7,920	*	7,920
Tolman, Tiffany	992	*	992
Villasenor, Rose	840	*	840
Aeria, Zachary	243	*	243
Akaike, Akihiro	552	*	552
Akopyan, Loudvik	97	*	97
Altman, Matthew I	48	*	48
Anderson, Jennifer	24	*	24
Andrunas, John A.	96	*	96
Bains, David Andrew	120	*	120
Barasch, Alan	96	*	96
Bendis, Scott	538	*	538
Bryant, Jason	312	*	312
Burgess, Joel	408	*	408
Chen, Peter H.	24	*	24
Chen, Tong	424	*	424
Chien, Andy	145	*	145
Cutler, Elizabeth	24	*	24
Davis, Wendy L.	24	*	24
Drageset, Craig I	48	*	48
Dumlao, Darwin	218	*	218
Eastepp, Travis	194	*	194
Edelstein, Paul A.	316	*	316
Fedasz IV, Stephen	72	*	72
Fiederer, Joerg T.	580	*	580

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Giampa, Kristopher	24	*	24
Gluck, Florent	48	*	48
Goldman, Daniel B.	121	*	121
Gonwick, Vanessa	48	*	48
Grace, Bradley	97	*	97
Henne, Christian	509	*	509
Hosfeld, Ian Peter	24	*	24
Hurd, Eric A	24	*	24
Ikeda, Lisa	240	*	240
Jameson, Brian R.	120	*	120
Johnson, Sean C.	48	*	48
Juneau, Jason (Jay)	48	*	48
Kang, Win	72	*	72
Kohout, Robert H.	120	*	120
Kovachev, Asen	218	*	218
Lauf, Jon	388	*	388
Lawson, Brian	170	*	170
Lydon, John	24	*	24
Mailhot, Michel	364	*	364
Maza, Jeremiah	240	*	240
Mc Mahan, Michael	240	*	240
McAlpine, Terri N	24	*	24
McKesson, Jason L.	144	*	144
Mills, Nigel	364	*	364
Morrisroe, Brian D	24	*	24
Morrow, Charles	48	*	48
Nugent, Joseph B.	72	*	72
Offermann, Alexander	48	*	48
Ono, Tomas K.	48	*	48
Parker, Jeremy L.	48	*	48
Pasko, Kevin	267	*	267
Pavone, Eric M.	96	*	96
Peterson, Dustin	288	*	288
Petty, Cameron S.	72	*	72
Pinder, Carl	243	*	243
Probst, Timothy A.	96	*	96
Quach, Tuan (Tony)	48	*	48
Rakunas, Adam	193	*	193
Rappaport, Douglas	48	*	48
Rhoades, Matthew B.	48	*	48
Rix, Aaron	267	*	267
Rusch, Matthew S.	97	*	97
Salazar, Manuel	291	*	291
Samonte, Rey	553	*	553
Sanchez, Roberto	168	*	168
SantaAna, Jake	359	*	359
Santat, Daniel	48	*	48
Schenkelberg, Jeff D.	48	*	48
Schmidt, Kevin E.	24	*	24
Simkins, Gregory P.	120	*	120
Smilovitch, Tim	315	*	315
Stanev, Dimiter	216	*	216
Stone, Erik M.	97	*	97
Swihart, Andrew D	24	*	24
Taylor, Greg	267	*	267
Terletski, Dmitri	509	*	509
Tomatani, Kevin	192	*	192
Touevsky, Krassimir	24	*	24
Valenzuela, Joseph I.	96	*	96
Van Zelm, John	218	*	218
Vance, Michael K.	290	*	290
Wadey, Charles E.	48	*	48

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Webster, Jon	340	*	340
Whitehead, Paul	534	*	534
Zachary, James	412	*	412
Zamkoff, Johathan	264	*	264
Zide, Leonardo	48	*	48
All Selling Stockholders as a group	545,974		545,974

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\* Less than 1%.

- (1) Percentages are based on 34,362,006 shares of common stock that were issued and outstanding as of October 31, 2001.
- (2) This amount does not include the following, which are more fully described below: (i) 153,992 shares of Common Stock subject to certain software program delivery and revenue and certain escrow requirements; and (ii) 15,399 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 153,993 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, 15,399 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.