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ACTIVISION INC /NY
 Form S-8
 June 25, 2003

As filed with the Securities and Exchange Commission on June [], 2003
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

ACTIVISION, INC.
 (Exact name of issuer as specified in its charter)

Delaware
 State or other jurisdiction of
 incorporation or organization) 95-4803544
 (I.R.S. Employer
 Identification No.)

3100 Ocean Park Boulevard
 Santa Monica, California 90405
 Address of Principal Executive Offices) (Zip Code)

Activision, Inc. 2002 Incentive Plan, as Amended
 (Full title of the plan)

Ronald Doornink
 President
 Activision, Inc.
 3100 Ocean Park Boulevard
 Santa Monica, California 90405
 (310) 255-2000
 (Name, address and telephone number of agent for service)

Copies to:
 Kenneth L. Henderson, Esq.
 Bryan Cave LLP
 1290 Avenue of the Americas
 New York, New York 10104

Approximate date of proposed sale to the public:
 From time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) |
|--|----------------------------|--|
| Common Stock, par value \$.000001 per share (2) | 3,000,000 (3) | \$12.48 |

Proposed Maximum
Aggregate Offering
Price(1)

Amount of
Registration Fee

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\$37,440,000

\$3,028.90
=====

- (1) Estimated solely for purposes of calculating the registration fee. Pursuant to Rules 457(c) and (h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices for such security on June 22, 2003, as reported on the Nasdaq National Market.
- (2) Each share of common stock includes a right to purchase one one-hundredth of a share of Series A Junior Preferred Stock pursuant to a rights agreement between the registrant and Continental Stock Transfer & Trust Company, as rights agent.
- (3) The shares covered by this Registration Statement represent the underlying stock for the stock options, restricted stock awards, stock appreciation rights and other stock-based awards to be granted by the registrant under its 2002 Incentive Plan.

INCORPORATION BY REFERENCE OF
PRIOR REGISTRATION STATEMENT ON FORM S-8

This registration statement on Form S-8 filed by Activision, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") relates to the registration of an additional 3,000,000 shares of the Company's Common Stock, \$.000001 par value per share, for issuance under the Activision, Inc. 2002 Incentive Plan, as amended (the "Plan"). A registration statement on Form S-8 (File No. 333-100115) was filed with the Commission on September 26, 2002 (the "Prior Registration Statement") relating to the registration of 3,525,000 shares (as adjusted for the Company's 3 for 2 stock split, which became effective on June 9, 2003) of the Company's Common Stock for issuance under the Plan. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference. The securities registered hereunder are the same class as the securities registered under the Prior Registration Statement.

Item 8. Exhibits.

- 4.1 Activision, Inc. 2002 Incentive Plan, as amended, including form of Stock Option Agreement.
- 5.1 Opinion of Bryan Cave LLP, counsel to the Company, as to the legality of the Common Stock being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Bryan Cave LLP (included as part of Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Monica, State of California, on the 25th day of

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June, 2003.

ACTIVISION, INC.

By: /s/ Ronald Doornink

Ronald Doornink, President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Robert A. Kotick, Brian G. Kelly and Ronald Doornink, and each or any of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments and documents in connection therewith) to this Registration Statement, and to file the same with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Name ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ Robert A. Kotick ----- (Robert A. Kotick) | Chairman, Chief Executive Officer and Director | June 25, 2003 |
| /s/ Brian G. Kelly ----- (Brian G. Kelly) | Co-Chairman and Director | June 25, 2003 |
| /s/ Ronald Doornink ----- (Ronald Doornink) | President, Activision, Inc.; Chief Executive Officer, Activision Publishing, Inc. (Principal Executive Officer); and Director | June 25, 2003 |
| /s/ William J. Chardavoyne ----- (William J. Chardavoyne) | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | June 25, 2003 |
| /s/ Kenneth L. Henderson ----- (Kenneth L. Henderson) | Director | June 25, 2003 |
| /s/ Barbara S. Isgur ----- (Barbara S. Isgur) | Director | June 25, 2003 |
| /s/ Steven T. Mayer ----- (Steven T. Mayer) | Director | June 25, 2003 |

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/s/ Robert J. Morgado Director

June 25, 2003

(Robert J. Morgado)

EXHIBIT INDEX

No. Document

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