

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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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 (Address of Principal Executive Offices)	90405 (Zip Code)

Activision, Inc. 2002 Employee Stock Purchase Plan  
(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 (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
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Common Stock, par value \$.000001 per share	1,600,000 (2)	\$15.61	\$24,976,000	\$2,940

(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 as reported on the Nasdaq Stock Market on October 31, 2005.

(2) Represents the increase in the maximum number of shares of Common Stock reserved for issuance under the Registrant's 2002 Employee Stock Purchase Plan (the "Plan"), as adjusted for the 4 for 3 stock split effective October 24, 2005. 2,000,000 shares of Common Stock, as adjusted for the 3 for 2 stock split effective June 6, 2003, the 3 for 2 stock split effective March 15, 2004, the 4 for 3 stock split effective March 22, 2005 and the 4 for 3 stock split effective October 24, 2005, have been previously registered under the Registrant's Registration Statement on Form S-8 (No. 333-100097) filed September 25, 2002. Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the options covered hereby by reason of any stock dividend, stock split, recapitalization, anti-dilution provisions or other similar transaction effected without the

receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.

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STATEMENT UNDER GENERAL INSTRUCTION E  
REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 1,600,000 shares of Common Stock, par value \$.000001 per share, of the Registrant reserved for issuance under the Registrant's 2002 Employee Stock Purchase Plan. The Company's Board of Directors and shareholders approved this increase. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8, File No. 333-100097, including without limitation, periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Activision, Inc. 2002 Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.1 of Registrant's Form S-8 (Registration No. 333-100097) as filed with the SEC on September 25, 2002).
- 5.1 Opinion of Bryan Cave LLP, counsel to Activision, Inc., as to certain legal matters in connection with the shares of Common Stock being registered.
- 23.1 Consent of Independent Registered Public Accounting Firm 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 of this Registration Statement).

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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 3rd day of November, 2005.

ACTIVISION, INC.

By: /s/ Ronald Doornink

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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 on Form S-8, 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 any 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 -----
----- Robert A. Kotick	Chairman, Chief Executive Officer and Director	November 3, 2005
/s/ Brian G. Kelly ----- Brian G. Kelly	Co-Chairman and Director	November 3, 2005
/s/ Ronald Doornink ----- Ronald Doornink	President and Director	November 3, 2005
/s/ Michael Griffith ----- Michael Griffith	Chief Executive Officer and President of Activision Publishing, Inc. (Principal Executive Officer)	November 3, 2005
/s/ William Chardavoyne ----- William Chardavoyne	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 3, 2005
----- Robert J. Corti	Director	November 3, 2005
/s/ Barbara S. Isgur ----- Barbara S. Isgur	Director	November 3, 2005
/s/ Robert J. Morgado ----- Robert J. Morgado	Director	November 3, 2005
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/s/ Peter J. Nolan ----- Peter J. Nolan	Director	November 3, 2005
/s/ Richard Sarnoff ----- Richard Sarnoff	Director	November 3, 2005

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#### EXHIBIT INDEX

No. ---	Document -----
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BRYAN CAVE LLP  
1290 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10104

November 3, 2005

Activision, Inc.  
3100 Ocean Park Boulevard  
Santa Monica, California 90405

Re: Activision, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We are rendering this opinion in connection with the registration by Activision, Inc., a Delaware corporation (the "Company"), of 1,600,000 shares (the "Shares") of its Common Stock, par value \$.000001 per share, under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the above-referenced Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 3, 2005 (the "Registration Statement"). The Shares are reserved for issuance upon the exercise of options or other awards granted under the Company's 2002 Employee Stock Purchase Plan (the "Plan").

We are familiar with the Amended and Restated Certificate of Incorporation, as amended, and the Second Amended and Restated By-laws of the Company and have examined copies of the Registration Statement, the Plan, the resolutions adopted by the Company's Board of Directors, and originals or copies, certified or otherwise identified to our satisfaction, of such other documents, evidence of corporate action, certificates and other instruments, and have made such other investigations of law and fact, as we have deemed necessary or appropriate for the purposes of this opinion.

Based on the foregoing, and upon such further investigation as we have deemed relevant, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan, including payment of the applicable purchase price, will be duly authorized, validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement relating to the Shares and to the use of our name wherever appearing in the Registration Statement and any amendment thereto. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

BRYAN CAVE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 7, 2005 relating to the consolidated financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, of Activision, Inc., which appears in Activision, Inc.'s Annual Report on Form 10-K for the year ended March 31, 2005.

/s/ PricewaterhouseCoopers LLP

Los Angeles, California  
November 3, 2005