

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) October 13, 1999

(September 30, 1999)

ACTIVISION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

0-12699

94-2606438

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

3100 Ocean Park Blvd., Santa Monica, CA

90405

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (310) 255-2000

(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

Activision, Inc., a Delaware corporation ("Activision" or the "Company"), and JCM Productions, Inc. dba Neversoft Entertainment ("Neversoft"), a California corporation, entered into an Agreement and Plan of Reorganization on September 30, 1999, whereby Neversoft Entertainment, Inc., a Delaware corporation and wholly owned subsidiary of Activision, would merge with and into Neversoft. Neversoft was a privately held console software developer based in Los Angeles, California.

Pursuant to the merger, which was completed on September 30, 1999, Neversoft became a wholly owned subsidiary of Activision and Neversoft shareholders received approximately 700,000 shares of Common Stock of Activision. The merger was effected as a tax-free reorganization and will be accounted for as a pooling of interests.

The shares of Common Stock were issued to the holders of Neversoft capital stock pursuant to an exemption from registration under the Securities Act of 1933, as amended. The Company is required to use its reasonable best efforts to file with the Securities and Exchange Commission, as soon as practicable, a registration statement covering such shares for resale by the holders thereof. A portion of the shares of Common Stock issued to the Neversoft stockholders are held in escrow subject to a warranty escrow agreement to satisfy potential warranty claims.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Activision dated October 4, 1999, announcing the acquisition of Neversoft.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the

undersigned hereunto duly authorized.

Date: October 12, 1999

ACTIVISION, INC.

By: /s/ Lawrence Goldberg

Name: Lawrence Goldberg

Title: Executive Vice President

For Information Contact:
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ACTIVISION ACQUIRES NEVERSOFT ENTERTAINMENT

Leading Developer Further Bolsters Activision's Console Position

Santa Monica, CA - October 4, 1999 -- Activision, Inc. (Nasdaq: ATVI) today announced that it has acquired Neversoft Entertainment, a leading console software developer headquartered in Los Angeles, CA.

The acquisition reinforces Activision's status as a major console game developer and strongly positions the company to take full advantage of the next generation of console game systems. Most recently, Neversoft developed Activision's Tony Hawk's Pro Skater and Apocalypse and is currently in production on Spider-Man, which is slated for release in 2000.

Under the terms of the agreement, Neversoft becomes a wholly owned subsidiary of Activision, Inc., and Neversoft shareholders received approximately 700,000 shares of Activision common stock. The transaction is being effected on a tax-free basis and accounted for as a pooling of interests.

"This move is consistent with our strategy to acquire industry-leading developers and the technical and design talent necessary to ensure high-quality future product flow," states Ron Doornink, President of Activision. "Neversoft has a proven track record of producing successful games and has developed one of the industry's strongest console technologies that can continue to power our growth in the console arena."

"We feel that cementing our relationship with Activision was simply the best thing we could do for the Neversoft team at this point in the life of the company," stated Joel Jewett, President of Neversoft Entertainment. "These guys understand what it takes for a developer to make a great game, and thus know how to give us the support we need to do that. Looking to the future and the advent of new technologies, being part of the Activision team will allow us to turn out the best games we can deliver."

Neversoft was founded in 1994 by Joel Jewett, Mick West and Chris Ward, veterans in the games industry, and currently maintains two development teams comprised of industry-leading artists, designers and programmers. The company has developed strong game engine technologies that can be leveraged to create compelling interactive entertainment experiences in the action and sports genres. Neversoft's management team have signed long-term employment contracts with Activision.

Neversoft Entertainment is dedicated to becoming one of the world's foremost creators of video game entertainment. Neversoft has developed the intense action-shooter, Apocalypse, for the PlayStation game console and the highly acclaimed MDK for the PlayStation game console system.

Headquartered in Santa Monica, California, Activision, Inc. is a leading worldwide developer, publisher and distributor of interactive entertainment and leisure products. Founded in 1979, Activision posted revenues of \$436 million for the fiscal year ended March 31, 1999.

Activision maintains operations in the US, Canada, the United Kingdom, France, Germany, Japan and Australia, The Netherlands and Belgium. More information about Activision and its products can be found on the company's World Wide Web site, which is located at <http://www.activision.com>.

The statements contained in this release that are not historical facts are "forward-looking statements." The company cautions readers of this press release that a number of important factors could cause Activision's actual future results to differ materially from those expressed in any such forward-looking statements. These important factors, and other factors that could affect Activision, are described in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999, which was filed with the United States Securities and Exchange Commission. Readers of this press release are referred to such filings.

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