

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) November 6, 2003  
(November 6, 2003)

ACTIVISION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

0-12699

95-4803544

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

(c) Exhibits.

99.1 Press release of Activision, Inc., dated November 6, 2003.

Item 12. Results of Operations and Financial Condition.

On November 6, 2003, Activision, Inc. issued a press release announcing its financial results for the fiscal quarter ended September 30, 2003. The press release is attached hereto as Exhibit 99.1.

The information in this Form 8-K and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

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: November 6, 2003

ACTIVISION, INC.

By:/s/ Ronald Doornink

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Title: President

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#### ACTIVISION ANNOUNCES SECOND QUARTER RESULTS

Santa Monica, CA - November 6, 2003 - Activision, Inc. (Nasdaq: ATVI) today announced financial results for the second fiscal quarter and the six-month period ended September 30, 2003.

Net revenues were \$117.5 million as compared to \$169.2 million reported for the second quarter last fiscal year. Net loss for the second fiscal quarter was \$10.1 million, or a loss per share of \$0.11, compared with net income of \$9.1 million, or \$0.08 per diluted share, reported for the same period last year. The company's results were down year over year due to a significantly smaller release schedule.

Net revenues for the six-month period ended September 30, 2003, were \$276.2 million, as compared to net revenues of \$360.4 million reported for the six-month period of last fiscal year. Net loss for the six-month period ended September 30, 2003 was \$5.9 million, or a loss per share of \$0.07, compared with net income of \$29.8 million, or \$0.29 per diluted share, reported for the same period last year.

Ron Doornink, President of Activision said, "we had a light release schedule for the second quarter, however, our main focus for this fiscal year remains our third quarter releases - Tony Hawk's Underground(TM), True Crime(TM): Streets of L.A.(TM), Call of Duty(TM) and Empires: Dawn of the Modern World(TM), which represent some of the strongest, most innovative games in our company's history. Overall our competitive position remains strong as we continue to make progress with our quality enhancement initiatives.

#### Business Highlights

During the quarter, the company shipped Disney's Extreme Skate Adventure for the PlayStation 2 computer entertainment system, Xbox video game console and Nintendo(R)GameCube(TM) and Game Boy(R) Advance, Cabela's(R) Deer Hunt 2004 Season(TM) for the PlayStation 2 computer entertainment system and Xbox video game console and LucasArts Entertainment's Jedi Knight: Jedi Academy(TM) for the PC which Activision developed and publishes in Europe. Activision's quarterly results were driven by newly released titles, as well as solid performance of the company's catalog franchises including Spider-Man(TM), Tony Hawk's Pro Skater(TM) and Return to Castle Wolfenstein(TM).

On October 30, 2003, Activision announced that it had exercised its option to acquire the remaining 70% of outstanding common stock in Infinity Ward, the developer of Activision's highly acclaimed PC game, Call of Duty.

Activision's product slate for the remainder of fiscal year 2004 includes the recently released Tony Hawk's Underground, for the PlayStation 2 computer entertainment system, Xbox video game console, GameCube and Game Boy Advance, which is being supported by the biggest marketing and advertising campaign in Activision's history; the highly anticipated True Crime: Streets of L.A., for the PlayStation 2 computer entertainment system, Xbox video game console and GameCube platform, which garnered more pre-orders than any game in the company's history; and Call of Duty, which received a 93 rating by industry leading PC Gamer Magazine and Empires: Dawn of the Modern World(TM) for the PC.

Titles slated for release after the holiday season include MTX: Mototrax(TM) for the PlayStation 2 computer entertainment system, Xbox video game console and GameCube, Pitfall(TM) for the PlayStation 2 computer entertainment system, Xbox video game console, GameCube and Game Boy Advance and Tencho(R) Return from Darkness(TM) for the Xbox video game console.

Activision also announced that the company is modifying its full fiscal

year 2004 and third and fourth quarter outlook. The company is raising its outlook for net revenue for the full fiscal year by \$30 million to \$780 million, while at the same time it is moving Doom 3 into its next fiscal year for planning purposes. However, the company is taking a one-time, pre-tax charge of approximately \$23 million in the third quarter related to product cancellations including the previously announced titles Trinity(TM), Shaun Palmer's Pro Snowboarder 2(TM) and the sequel to Street Hoop's(TM). The after-tax effect of this change amounts to approximately \$0.16 per diluted share. The company's previously provided outlook for fiscal year 2004 earnings per diluted share was \$0.47. The company now expects earnings per diluted share of \$0.34 for the fiscal year ending March 31, 2004, which includes the charge.

The company is raising its outlook for third quarter net revenue of \$390 million and expects earnings per diluted share of \$0.45, which includes the one-time charge. For the fourth quarter, the company expects net revenues of \$114 million and a loss per share of \$0.05.

Doornink added, "The video game market is increasingly dominated by high-quality products based on recognizable franchises supported with big marketing programs. We have decided to take steps to align our business with the continuing evolution of the video game market. Specifically, we have canceled the development of 10 games, which we believe are unlikely to produce an acceptable level of return on our investment. This will enable us to focus and increase our development and marketing resources on those franchises with the greatest potential. We believe that this realignment will enhance our position to capitalize on the opportunities presented by the growing mass-market installed base of hardware platforms.

Activision's fiscal year 2005 game slate includes Spider-Man 2(TM), Shrek 2(TM), DOOM 3(TM), Lemony Snicket's: A Series of Unfortunate Events(TM), Dreamworks' A Shark's Tale(TM), Call of Duty(TM): Finest Hour(TM), Vampire(R) The Masquerade - Bloodlines(TM), Rome: Total War(TM), Peter Molyneux's The Movies(TM) and X-Men(TM): Legends(TM).

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 net revenues of \$864 million for the fiscal year ended March 31, 2003.

Activision maintains operations in the U.S., Canada, the United Kingdom, France, Germany, Japan, Australia, Scandinavia and the Netherlands. More information about Activision and its products can be found on the company's World Wide Web site, which is located at [www.activision.com](http://www.activision.com).

Note: The statements made in this press release that are not historical facts are forward looking statements. Although the company believes that its plans, intentions and expectations reflected in such forward-looking statements are reasonable, a number of important factors could cause our actual future results to differ materially from those expressed in any such forward-looking statements.

Such factors include, without limitation, product delays, retail acceptance of our products, industry competition, rapid changes in technology and industry standards, protection of proprietary rights, maintenance of relationships with key personnel, vendors and third party developers, international economic and political conditions, integration of recently acquired subsidiaries and identification of suitable future acquisition opportunities.

These important factors and other factors that potentially could affect the company's financial results are described in our filings with the Securities and Exchange Commission, including the company's most recent Annual Report on Form 10 K and Quarterly Reports on Form 10-Q.

(Tables to Follow)

ACTIVISION, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except earnings per share data)

	Quarter ended September 30,		Six months ended September 30,	
	2003	2002 Restated	2003	2002 Restated
	-----	-----	-----	-----
Net revenues	\$ 117,523	\$ 169,172	\$ 276,248	\$ 360,430
Costs and expenses:				
Cost of sales				
- product costs	72,391	80,779	149,001	164,123
Cost of sales				

- software royalties and amortization	11,397	18,055	26,895	33,893
Cost of sales				
- intellectual property licenses	7,401	5,143	17,544	17,786
Product development	15,894	13,259	29,474	25,010
Sales and marketing	17,237	28,776	43,522	50,769
General and administrative	10,136	11,826	21,599	26,319
	-----	-----	-----	-----
Total operating expenses	134,456	157,838	288,035	317,900
Operating income (loss)	(16,933)	11,334	(11,787)	42,530
Investment income, net	1,404	2,865	2,661	4,021
Income (loss) before provision (benefit) for income taxes	(15,529)	14,199	(9,126)	46,551
Provision (benefit) for income taxes	(5,436)	5,113	(3,196)	16,761
	-----	-----	-----	-----
Net income (loss)	\$ (10,093)	\$ 9,086	\$ (5,930)	\$ 29,790
	=====	=====	=====	=====
Basic earnings (loss) per share	\$ (0.11)	\$ 0.09	\$ (0.07)	\$ 0.31
Weighted average common shares outstanding	88,162	100,172	88,105	94,587
Diluted earnings (loss) per share	\$ (0.11)	\$ 0.08	\$ (0.07)	\$ 0.29
Weighted average common shares outstanding assuming dilution	88,162	108,731	88,105	103,916

Share and earnings per share data have been restated to reflect our three-for-two stock split for shareholders of record as of May 16, 2003, paid June 6, 2003.

ACTIVISION, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(In thousands)

	September 30, 2003	March 31, 2003
	-----	-----
ASSETS		
Current assets:		
Cash, cash equivalents and short-term investments	\$ 411,436	\$ 406,954
Accounts receivable, net	29,502	15,822
Inventories	21,163	19,577
Software development	63,109	26,791
Intellectual property licenses	17,239	8,906
Deferred income taxes	32,375	38,290
Other current assets	23,099	10,565
	-----	-----
Total current assets	597,923	526,905
	=====	=====
Software development	23,665	35,281
Intellectual property licenses	24,987	36,943
Property and equipment, net	26,562	22,265
Deferred income taxes	20,300	10,322
Other assets	1,893	5,081
Goodwill	67,726	68,019
	-----	-----
Total assets	\$ 763,056	\$ 704,816
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ -	\$ 147
Accounts payable	49,015	45,602
Accrued expenses	49,947	58,656
	-----	-----
Total current liabilities	98,962	104,405
Long-term debt, less current portion	-	2,671
	-----	-----
Total liabilities	98,962	107,076

Shareholders' equity:		
Common stock	-	-
Additional paid-in capital	681,233	592,295
Retained earnings	124,634	130,564
Treasury stock	(142,946)	(121,685)
Accumulated other comprehensive loss	1,173	(3,434)
	-----	-----
Total shareholders' equity	664,094	597,740
Total liabilities and shareholders' equity	\$ 763,056	\$ 704,816
	=====	=====

ACTIVISION, INC.  
AND SUBSIDIARIES  
FINANCIAL  
INFORMATION For  
the Quarter and  
Six Months Ended  
September 30,  
2003 and 2002  
(Amounts in  
thousands)

Percent Increase  
Quarter Ended  
(Decrease)  
September 30,  
2003 September  
30, 2002 Amount  
% of Total  
Amount % of  
Total Geographic  
Revenue Mix  
United States \$  
46,450 40% \$  
93,298 55% 50%  
International  
71,073 60%  
75,874 45% 6%  
-----

-----Total  
net revenues \$  
117,523 100% \$  
169,172 100%  
-31%

Activity/Platform  
Mix Publishing:  
Console \$ 46,019  
64% \$ 83,766 66%  
-45% Hand held  
4,187 6% 14,797  
12% 72% PC  
21,590 30%  
28,535 22% 24%  
-----

-----Total  
publishing \$  
71,796 61% \$  
127,098 75% 44%  
Distribution:  
Console \$ 33,188  
73% \$ 33,600 80%  
-1% Hand held  
4,730 10% 3,141  
7% 51% PC 7,809  
17% 5,333 13%  
46%  
-----

-----Total  
distribution \$  
45,727 39% \$  
42,074 25% 9%  
-----

-----Total

~~net revenues \$~~  
~~117,523 100%~~ ~~\$~~  
~~169,172 100%~~  
~~31% Percent~~  
~~Increase Six~~  
~~Months Ended~~  
~~(Decrease)~~  
~~September 30,~~  
~~2003 September~~  
~~30, 2002 Amount~~  
~~% of Total~~  
~~Amount % of~~  
~~Total Geographic~~  
~~Revenue Mix~~  
~~United States \$~~  
~~129,189 47%~~ ~~\$~~  
~~200,402 56%~~ ~~36%~~  
~~International~~  
~~147,059 53%~~  
~~160,028 44%~~ ~~8%~~

~~----- Total~~  
~~net revenues \$~~  
~~276,248 100%~~ ~~\$~~  
~~360,430 100%~~  
~~23%~~  
~~Activity/Platform~~  
~~Mix Publishing:~~  
~~Console \$~~  
~~134,503 72%~~ ~~\$~~  
~~197,926 71%~~ ~~32%~~  
~~Hand held 8,783~~  
~~5% 25,487 9%~~  
~~66% PC 42,915~~  
~~23% 56,830 20%~~  
~~24%~~

~~-----~~  
~~Total publishing~~  
~~\$ 186,201 67%~~ ~~\$~~  
~~280,243 78%~~ ~~34%~~  
~~Distribution:~~  
~~Console \$ 68,530~~  
~~76% \$ 63,706 80%~~  
~~8% Hand held~~  
~~7,642 9%~~ ~~5,740~~  
~~7% 33% PC 13,875~~  
~~15% 10,741 13%~~  
~~29%~~

~~-----~~  
~~Total~~  
~~distribution \$~~  
~~90,047 33%~~ ~~\$~~  
~~80,187 22%~~ ~~12%~~

~~-----~~  
~~Total~~  
~~net revenues \$~~  
~~279,248 100%~~ ~~\$~~  
~~360,430 100%~~  
~~23%~~

~~=====~~  
~~=====~~  
~~=====~~

ACTIVISION, INC. AND SUBSIDIARIES  
FINANCIAL INFORMATION For the Quarter  
and Six Months Ended September 30,  
2003 and 2002 Quarter Ended Quarter  
Ended Six Months Ended Year Ended  
September 30, 2003 September 30, 2002  
September 30, 2003 September 30, 2002  
Publishing Net Revenues PC 30% 22%  
23% 20%

~~----- Console 64% 66%~~  
~~72% 71%~~

~~PlayStation 2 32%~~  
~~37% 35% 36% Microsoft Xbox 18% 12%~~  
~~26% 12% PlayStation 10% 9% 6% 7%~~  
~~Nintendo GameCube 4% 5% 5% 15%~~  
~~Nintendo 64 0% 3% 0% 1% Hand held 6%~~  
~~12% 5% 9%~~

~~Game Boy Advance~~  
~~5% 11% 5% 8% Game Boy Color 1% 1% 0%~~  
~~1%~~

~~Total publishing net~~  
~~revenues 100% 100% 100% 100%~~  
~~=====~~  
~~=====~~  
~~=====~~