

(To Prospectus dated February 2, 2001)

9,182,217 Shares

ACTIVISION, INC.

Common Stock

This Prospectus relates to 9,182,217 shares of Common Stock, par value \$.000001 per share, of Activision, Inc. ("Activision" or the "Company") being offered hereby for the account of certain of the Company's executive officers and directors (each a "Selling Stockholder" and collectively the "Selling Stockholders"). See "Selling Stockholders." Of the shares of Common Stock offered hereby, (i) 5,844,471 shares will be issued by the Company to the Selling Stockholders upon the exercise by such Selling Stockholders of options to purchase Common Stock issued to them pursuant to the Company's 1991 Stock Option and Stock Award Plan, the Company's 1998 Incentive Plan, and/or the Company's 1999 Incentive Plan (the 1999 Incentive Plan, 1991 Stock Option and Stock Award Plan and 1998 Incentive Plan, collectively, the "Stock Plans"), (ii) 3,235,678 shares will be issued by the Company to Selling Stockholders who are executive officers of the Company upon the exercise by such Selling Stockholders of options to purchase Common Stock issued to them outside of any plan, (iii) 62,068 shares will be issued by the Company to Selling Stockholders who are non-employee directors of the Company upon the exercise by such Selling Stockholders of warrants to purchase Common Stock issued to them pursuant to the Company's 1991 Director Warrant Plan and (iv) 40,000 shares will be issued by the Company to Selling Stockholders who are non-employee directors of the Company upon the exercise by such Selling Stockholders of warrants to purchase Common Stock issued to them outside of any plan.

The Company is a diversified international publisher and developer of interactive entertainment software. The Company is best known for its action, adventure and action/simulation products. The Company's products are designed for a range of platforms including personal computer systems and console systems. See "The Company."

The Common Stock is traded in the NASDAQ National Market System under the symbol "ATVI." On January 31, 2001, the last sale price for the Common Stock as reported on the NASDAQ National Market System was \$18.125 per share.

No underwriting is being utilized in connection with this registration of Common Stock and, accordingly, the shares of Common Stock are being offered without underwriting discounts. The expenses of this registration will be paid by the Company. Normal brokerage commissions, discounts and fees will be payable by the Selling Stockholders.

For a discussion of certain matters which should be considered by prospective investors, see "Risk Factors" commencing on page 2.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is February 5, 2001.

SELLING STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of Common Stock by the Selling Stockholders as of February 5, 2001, and the number of shares of Common Stock being offered by this Prospectus.

Name and Address of	Beneficial Ownership of Common Stock Prior to the Offering (2)	Number of Shares of Common Stock
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Selling Stockholder(1)	Number of Shares	Percentage of Class	Being Offered
Ronald Doornink	784,560(3)	1.7%	774,560
Lawrence Goldberg	320,359(3)	*	318,682
Brian G. Kelly	3,722,957(3)(5)	12.3%	3,498,485
Robert A. Kotick	4,503,577(3)(5)	15.3%	3,566,285
Harold Brown	105,000(3)(4)	*	105,000
Barbara S. Isgur	117,067(3)(4)	*	117,067
Steven T. Mayer	121,667(3)(4)	*	121,667
Robert Morgado	105,000(3)(4)	*	105,000
Michael Rowe	97,971(3)	*	97,971
Daniel Hammett	152,000(3)	*	72,500
William Chardavoyne	100,000(3)	*	100,000
Kathy Vrabeck	189,500(3)	*	187,500
Richard Andrew Steele	278,274	*	117,500
All Selling Stockholders as a group	10,870,932	32.1%	9,182,217

* Percent of class less than 1%.

(1) The address for each Selling Stockholder is c/o Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

(2) Percent of class was computed based on 25,910,236 shares of Common Stock outstanding as of January 30, 2001 and, in each such person's case, the number of shares of Common Stock issuable upon the exercise of the warrants or options exercisable within 60 days held by such individual or, in the case of all Selling Stockholders as a group, the number of shares of Common Stock issuable upon the exercise of the warrants or options exercisable within 60 days held by all such individuals, but does not include the number of shares of Common Stock issuable upon the exercise of any other outstanding warrants or options.

(3) Includes (i) 426,644, 160,106, 1,338,976, 1,406,776, 25,667, 23,000, 23,000, 25,667, 36,513, 9,375, 34,375 and 49,375 shares issuable to Messrs. Doornink, Goldberg, Kelly, Kotick, Brown, Ms. Isgur, Mayer, Morgado, Rowe, Hammett, Ms. Vrabeck and Steele, respectively, upon exercise of options exercisable within 60 days held by each such individual pursuant to the Stock Plans, (ii) 347,916, 158,666, 62,666, 62,000, 62,000, 62,666, 61,458, 63,125, 100,000, 153,125 and 68,125 shares issuable to Messrs. Doornink, Goldberg, Brown, Ms. Isgur, Mayer, Morgado,

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Rowe, Hammett, Chardavoyne, Ms. Vrabeck and Steele, respectively, upon exercise of options exercisable greater than 60 days held by each such individual pursuant to the Stock Plans, and (iii) with respect to each of Messrs. Kotick and Kelly, 37,481 shares owned directly by Delmonte Investments, L.L.C., of which each such individual is a member. The amount does not include (i) with respect to Messrs. Kelly and Kotick, 7,032 and 49,500 shares of stock transferred by them, respectively, to irrevocable trusts for the benefit of their minor children, and (ii) with respect to Mr. Kotick, 110,689 options transferred by him to an irrevocable trust for the benefit of his minor children.

(4) Includes (i) 16,667 shares issuable to each of Messrs. Brown, Mayer, and Morgado, and 12,067 shares issuable to Ms. Isgur upon exercise of warrants held by such individuals pursuant to the 1991 Director Warrant Plan, all of which are currently exercisable, and (ii) 20,000 shares issuable to each of Ms. Isgur and Mr. Mayer upon exercise of non-plan warrants held by such individual outside of any plan, all of which are currently exercisable.

(5) Includes 2,159,509 shares issuable to each of Messrs. Kelly and Kotick, upon exercise of non-plan options held by such individual outside of any plan, 1,617,839 of which are exercisable within 60 days.

