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ACTIVISION INC /NY  
Form 424B3  
November 20, 2001

PROSPECTUS SUPPLEMENT  
(To Prospectus dated October 26, 2001)

1,073,049 Shares

ACTIVISION, INC.  
Common Stock

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The stockholders of Activision, Inc. listed in this prospectus supplement under the section entitled "Selling Stockholders" are offering and selling up to 1,073,049 shares of Activision's common stock under this prospectus.

All of the Selling Stockholders acquired their shares of Activision common stock in connection with Activision's acquisition on October 1, 2001 of Treyarch Invention LLC, a California based console software development company. The Selling Stockholders were all of the members and certain employees of Treyarch. This prospectus supplement reflects a three-for-two split of shares of Activision common stock, the record date for which was November 6, 2001. Activision will not receive any of the proceeds from the sale of shares being offered by the Selling Stockholders.

Activision's common stock is traded in the NASDAQ National Market System under the symbol "ATVI." On November 19, 2001, the last sale price for the common stock as reported on the NASDAQ National Market System was \$36.15 per share.

No underwriting is being used in connection with this offering of common stock. The shares of common stock are being offered without underwriting discounts. The expenses of this registration will be paid by Activision. Normal brokerage commissions, discounts and fees will be payable by the Selling Stockholders.

Activision's principal executive offices are located at 3100 Ocean Park Boulevard, Santa Monica, California 90405, telephone number (310) 255-2000.

For a discussion of certain matters that should be considered by prospective investors, see "Risk Factors" starting on page 2 of the Prospectus dated October 26, 2001.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of common stock offered or sold under this prospectus or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is November 20, 2001.

SELLING STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of shares of Activision common stock by the stockholders selling Common Stock hereunder (the "Selling Stockholders") as of November 6, 2001, and the number of shares of common stock being offered by this prospectus supplement. The following table has been updated from the table set forth in the Prospectus Supplement dated November 5, 2001, to the Prospectus dated October 26, 2001, to reflect a three-for-two split of shares of Activision common stock, the record date for which was November 6, 2001.

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| Name of<br>Selling Stockholder | Beneficial Ownership of Common Stock<br>Prior to the Offering |                            | Number<br>of Shares<br>of Common<br>Stock Being<br>Offered (2) |
|--------------------------------|---------------------------------------------------------------|----------------------------|----------------------------------------------------------------|
|                                | Number of<br>Shares                                           | Percentage of<br>Class (1) |                                                                |
| Agraviador, Arnold             | 7,509                                                         | *                          | 7,509                                                          |
| Akemann, Peter                 | 195,630                                                       | *                          | 195,630                                                        |
| Argoud, Doris                  | 801                                                           | *                          | 801                                                            |
| Baird, Shawn                   | 7,380                                                         | *                          | 7,380                                                          |
| Likeness, Don                  | 200,548                                                       | *                          | 200,548                                                        |
| Steinmann, Eric                | 185,400                                                       | *                          | 185,400                                                        |
| Capistrano, Shawn              | 42,391                                                        | *                          | 42,391                                                         |
| Bare, Jason                    | 3,391                                                         | *                          | 3,391                                                          |
| Bortoluzzi, Alex               | 6,787                                                         | *                          | 6,787                                                          |
| Bower, Thad                    | 2,347                                                         | *                          | 2,347                                                          |
| Brainerd, Wade                 | 7,017                                                         | *                          | 7,017                                                          |
| Busic, L. Christian            | 6,615                                                         | *                          | 6,615                                                          |
| Busse, Christopher             | 13,078                                                        | *                          | 13,078                                                         |
| Bustamante, Sergio             | 2,173                                                         | *                          | 2,173                                                          |
| Chao, James                    | 7,074                                                         | *                          | 7,074                                                          |
| Cook, David                    | 3,391                                                         | *                          | 3,391                                                          |
| Doran, Nicholas                | 6,615                                                         | *                          | 6,615                                                          |
| Erdman, Christopher C.         | 6,730                                                         | *                          | 6,730                                                          |
| Fristrom, James                | 10,792                                                        | *                          | 10,792                                                         |
| Gilman, Sukru                  | 3,391                                                         | *                          | 3,391                                                          |
| Hughes, Patrick                | 1,888                                                         | *                          | 1,888                                                          |
| Ishihara, Glenn                | 687                                                           | *                          | 687                                                            |
| John, Gregory                  | 7,017                                                         | *                          | 7,017                                                          |
| Krug, Barbara                  | 3,391                                                         | *                          | 3,391                                                          |
| Lakshmanan, Srini              | 3,391                                                         | *                          | 3,391                                                          |
| Moriwaki, Yoshitomo G.         | 7,531                                                         | *                          | 7,531                                                          |
| Nau, Mark                      | 11,880                                                        | *                          | 11,880                                                         |
| Olson, Evan                    | 3,391                                                         | *                          | 3,391                                                          |
| Palmer, Sean                   | 4,348                                                         | *                          | 4,348                                                          |
| Sahuc, Pasca                   | 17,131                                                        | *                          | 7,131                                                          |
| Soares, Christopher            | 10,792                                                        | *                          | 10,792                                                         |
| Tolman, Charles                | 11,880                                                        | *                          | 11,880                                                         |
| Tolman, Tiffany                | 1,488                                                         | *                          | 1,488                                                          |
| Villasenor, Rose               | 1,260                                                         | *                          | 1,260                                                          |
| Aeria, Zachary                 | 364                                                           | *                          | 364                                                            |
| Akaike, Akihiro                | 828                                                           | *                          | 828                                                            |
| Akopyan, Loudvik               | 145                                                           | *                          | 145                                                            |
| Altman, Matthew I              | 72                                                            | *                          | 72                                                             |
| Anderson, Jennifer             | 36                                                            | *                          | 36                                                             |
| Andrunas, John A.              | 144                                                           | *                          | 144                                                            |
| Bains, David Andrew            | 180                                                           | *                          | 180                                                            |
| Barasch, Alan                  | 144                                                           | *                          | 144                                                            |
| Bendis, Scott                  | 807                                                           | *                          | 807                                                            |
| Bryant, Jason                  | 468                                                           | *                          | 468                                                            |
| Burgess, Joel                  | 612                                                           | *                          | 612                                                            |
| Chen, Peter H.                 | 36                                                            | *                          | 36                                                             |
| Chen, Tong                     | 636                                                           | *                          | 636                                                            |
| Chien, Andy                    | 217                                                           | *                          | 217                                                            |
| Cutler, Elizabeth              | 36                                                            | *                          | 36                                                             |
| Davis, Wendy L.                | 36                                                            | *                          | 36                                                             |
| Drageset, Craig I              | 72                                                            | *                          | 72                                                             |
| Dumlao, Darwin                 | 327                                                           | *                          | 327                                                            |
| Eastepp, Travis                | 291                                                           | *                          | 291                                                            |
| Edelstein, Paul A.             | 474                                                           | *                          | 474                                                            |
| Fedasz IV, Stephen             | 108                                                           | *                          | 108                                                            |

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|                       |     |   |     |
|-----------------------|-----|---|-----|
| Fiederer, Joerg T.    | 870 | * | 870 |
| Giampa, Kristopher    | 36  | * | 36  |
| Gluck, Florent        | 72  | * | 72  |
| Goldman, Daniel B.    | 181 | * | 181 |
| Gonwick, Vanessa      | 72  | * | 72  |
| Grace, Bradley        | 145 | * | 145 |
| Henne, Christian      | 763 | * | 763 |
| Hosfeld, Ian Peter    | 36  | * | 36  |
| Hurd, Eric A          | 36  | * | 36  |
| Ikeda, Lisa           | 360 | * | 360 |
| Jameson, Brian R.     | 180 | * | 180 |
| Johnson, Sean C.      | 72  | * | 72  |
| Juneau, Jason (Jay)   | 72  | * | 72  |
| Kang, Win             | 108 | * | 108 |
| Kohout, Robert H.     | 180 | * | 180 |
| Kovachev, Asen        | 327 | * | 327 |
| Lauf, Jon             | 582 | * | 582 |
| Lawson, Brian         | 255 | * | 255 |
| Lydon, John           | 36  | * | 36  |
| Mailhot, Michel       | 546 | * | 546 |
| Maza, Jeremiah        | 360 | * | 360 |
| Mc Mahan, Michael     | 360 | * | 360 |
| McAlpine, Terri N     | 36  | * | 36  |
| McKesson, Jason L.    | 216 | * | 216 |
| Mills, Nigel          | 546 | * | 546 |
| Morrisroe, Brian D    | 36  | * | 36  |
| Morrow, Charles       | 72  | * | 72  |
| Nugent, Joseph B.     | 108 | * | 108 |
| Offermann, Alexander  | 72  | * | 72  |
| Ono, Tomas K.         | 72  | * | 72  |
| Parker, Jeremy L.     | 72  | * | 72  |
| Pasko, Kevin          | 400 | * | 400 |
| Pavone, Eric M.       | 144 | * | 144 |
| Peterson, Dustin      | 432 | * | 432 |
| Petty, Cameron S.     | 108 | * | 108 |
| Pinder, Carl          | 364 | * | 364 |
| Probst, Timothy A.    | 144 | * | 144 |
| Quach, Tuan (Tony)    | 72  | * | 72  |
| Rakunas, Adam         | 289 | * | 289 |
| Rappaport, Douglas    | 72  | * | 72  |
| Rhoades, Matthew B.   | 72  | * | 72  |
| Rix, Aaron            | 400 | * | 400 |
| Rusch, Matthew S.     | 145 | * | 145 |
| Salazar, Manuel       | 436 | * | 436 |
| Samonte, Rey          | 829 | * | 829 |
| Sanchez, Roberto      | 252 | * | 252 |
| SantaAna, Jake        | 538 | * | 538 |
| Santat, Daniel        | 72  | * | 72  |
| Schenkelberg, Jeff D. | 72  | * | 72  |
| Schmidt, Kevin E.     | 36  | * | 36  |
| Simkins, Gregory P.   | 180 | * | 180 |
| Smilovitch, Tim       | 472 | * | 472 |
| Stanev, Dimiter       | 324 | * | 324 |
| Stone, Erik M.        | 145 | * | 145 |
| Swihart, Andrew D     | 36  | * | 36  |
| Taylor, Greg          | 400 | * | 400 |
| Terletski, Dmitri     | 763 | * | 763 |
| Tomatani, Kevin       | 288 | * | 288 |
| Touevsky, Krassimir   | 36  | * | 36  |
| Valenzuela, Joseph I. | 144 | * | 144 |
| Van Zelm, John        | 327 | * | 327 |
| Vance, Michael K.     | 435 | * | 435 |

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|                                        |         |   |         |
|----------------------------------------|---------|---|---------|
| Wadey, Charles E.                      | 72      | * | 72      |
| Webster, Jon                           | 510     | * | 510     |
| Whitehead, Paul                        | 801     | * | 801     |
| Zachary, James                         | 618     | * | 618     |
| Zamkoff, Johathan                      | 396     | * | 396     |
| Zide, Leonardo                         | 72      | * | 72      |
| All Selling Stockholders<br>as a group | 818,943 |   | 818,943 |

\*Less than 1%.

- (1) Percentages are based on 52,681,131 shares of common stock that were issued and outstanding as of November 16, 2001, effected for the stock split.
- (2) This amount does not include the following, which are more fully described below: (i) 230,988 shares of Common Stock subject to certain software program delivery and revenue and certain escrow requirements; and (ii) 23,098 shares of Common Stock to be issued to certain Selling Stockholders upon completion of certain software program delivery and revenue requirements.

The Company entered into an agreement and plan of merger (the "Merger Agreement") with Activision Publishing Inc., Treyarch Invention LLC ("Treyarch"), Don Likeness, Peter Akemann, Eric Steinmann, Shawn Capistrano and Eric Steinmann, as representative of the persons listed on Schedule 1 thereto (the "Members"). The transaction contemplated by the Merger Agreement was consummated on October 1, 2001.

Pursuant to a warranty escrow agreement an aggregate of 230,988 shares of Common Stock, or twenty-two percent (22%) of the total number of shares of Common Stock issued have been deposited in an escrow account in connection with the transaction (the "Escrow Shares"). The Escrow Shares have been deposited in order to ensure that the representations, warranties and covenants made by the former Treyarch Members under the Merger Agreement are not breached and in order to provide a source of indemnification to Activision pursuant to the Merger Agreement. In addition, the Escrow Shares are subject to release from escrow upon fulfillment of certain software program delivery and ranking requirements and certain revenue requirements, as described in the Merger Agreement. In the event certain of the software program delivery and ranking requirements are met, certain of the Selling Stockholders are entitled to receive, in addition to the Escrow Shares, 23,098 shares of Common Stock.

We will issue a prospectus supplement to reflect any increase in the number of shares of Common Stock offered for sale in the event the conditions described above are fulfilled.

Prior to the acquisition of Treyarch by Activision, Treyarch was a party to various development agreements with Activision. Other than such contracts and the fact that the Selling Stockholders are employees of Treyarch, which became a wholly owned subsidiary of Activision on October 1, 2001 pursuant to the Merger Agreement, none of the Selling Stockholders has had a material relationship with the Company within the past three years.