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ACTIVISION INC /NY
Form S-3MEF
June 05, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 5, 2002.

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACTIVISION, INC.
(Exact name of registrant 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 90405
(310) 255-2000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

RONALD DOORNINK
PRESIDENT
ACTIVISION, INC.
3100 OCEAN PARK BOULEVARD
SANTA MONICA, CALIFORNIA 90405
(310) 255-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

Robinson Silverman Pearce Aronsohn & Berman LLP
1290 Avenue of the Americas
New York, New York 10104
Attention: Kenneth L. Henderson, Esq.

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:
AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box: / /

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: /X/

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: /X/ 333-74460

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: / /

 CALCULATION OF REGISTRATION FEE

| TITLE OF CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PROPOSED AGGR OFFERIN |
|--|----------------------------|---|-----------------------------|
| Common Stock, \$.000001 par value(1)..... | 750,000 shares | \$33.40 | \$25,0 |

(1) Each share of common stock includes a right to purchase one-hundredth of a share of Series A Junior Preferred Stock pursuant to a rights agreement between the registrant and Continental Stock Transfer & Trust Company, as rights agent.

(2) Pursuant to Rule 457(p) of the Securities Act of 1933, as amended, the registration fee of \$2,304.60 is offset against the \$57,141 registration fee (of which \$14,965 remains) that was previously paid to the Commission relating to 6,900,000 shares of Common Stock previously registered by the registrant pursuant to its Registration Statement on Form S-3 filed with the Commission on July 30, 2001 (File No. 333-66280), which Registration Statement was withdrawn on October 22, 2001, prior to the issuance of any such shares.

 THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-74460) filed by Activision, Inc. with the Securities and Exchange Commission on December 4, 2001, which was declared effective by the Commission on December 13, 2001, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

Reference is made to the attached Exhibit Index.

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on June 5, 2002.

ACTIVISION, INC.

By: _____ /s/ RONALD DOORNINK

Ronald Doornink, President

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 ----- |
|---|---|---------------|
| /s/ ROBERT A. KOTICK ----- (Robert A. Kotick) | Chairman, Chief Executive Officer and Director | June 5, 2002 |
| /s/ BRIAN G. KELLY ----- (Brian G. Kelly) | Co-Chairman and Director | June 5, 2002 |
| /s/ RONALD DOORNINK ----- (Ronald Doornink) | President, Activision, Inc.; Chief Executive Officer, Activision Publishing, Inc. (Principal Executive Officer) | June 5, 2002 |
| /s/ WILLIAM CHARDAVOYNE ----- (William Chardavoyne) | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | June 5, 2002 |
| /s/ KENNETH L. HENDERSON ----- (Kenneth L. Henderson) | Director | June 5, 2002 |
| /s/ BARBARA S. ISGUR ----- (Barbara S. Isgur) | Director | June 5, 2002 |
| /s/ STEVEN T. MAYER ----- (Steven T. Mayer) | Director | June 5, 2002 |

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/s/ ROBERT J. MORGADO

(Robert J. Morgado) Director

June 5, 2

EXHIBIT INDEX

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|---|
| 5.1 | Opinion of Robinson Silverman Pearce Aronsohn & Berman LLP as to the legality of securities being registered. |
| 23.1 | Consent of Robinson Silverman Pearce Aronsohn & Berman LLP (included as part of Exhibit 5.1). |
| 23.2 | Consent of KPMG LLP. |
| 23.3 | Consent of PricewaterhouseCoopers LLP. |