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ACTIVISION INC /NY
 Form S-8
 October 22, 2001

As filed with the Securities and Exchange Commission on October 22, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

ACTIVISION, INC.

(Exact name of issuer 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
 (Address of Principal Executive Offices)

90405
 (Zip Code)

Activision, Inc. 2001 Incentive Plan
 (Full title of the plan)

Robert A. Kotick
 Chairman of the Board and Chief Executive Officer
 Activision, Inc.
 3100 Ocean Park Boulevard
 Santa Monica, California 90405
 (310) 255-2000

(Name, address and telephone number of agent for service)

Copies to:

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

Approximate date of proposed sale to the public:
 From time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--|-------------------------------|--|--|----------------------------------|
| Common Stock, par value \$.000001 per share | 1,500,000 (2) | \$32.40 | \$48,6077,500 | \$12,150 |

(1) Estimated solely for purposes of calculating the registration fee. Pursuant

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to Rules 457(c) and (h), the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price are computed on the basis of the average of the high and low prices for such security on October 15, 2001, as reported on the NASDAQ National Market.

- (2) The shares covered by this Registration Statement represent the underlying stock for the stock options, restricted stock awards, stock appreciation rights and other stock-based awards to be granted by the registrant under its 2001 Incentive Plan.