

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark one)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended March 31, 2008

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-12699

**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 Blvd., Santa Monica, CA**

(Address of principal executive offices)

**90405**

(Zip Code)

Registrant's telephone number, including area code: **(310) 255-2000**

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Each Exchange on Which Registered
Preferred Stock Purchase Rights	
Common Stock, par value \$.000001 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer   
(Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the Common Stock of the registrant held by non-affiliates of the registrant on September 28, 2007 was \$4,764,158,372.

The number of shares of the registrant's Common Stock outstanding as of May 20, 2008 was 296,748,734.

### **Documents Incorporated by Reference**

Portions of the registrant's definitive Proxy Statement, to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K, with respect to the 2008 Annual Meeting of Shareholders, are incorporated by reference into Part III of this Annual Report.

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## PART I

This Annual Report on Form 10-K contains, or incorporates by reference, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, (1) projections of revenues, expenses, income or loss, earnings or loss per share, cash flow projections or other financial items; (2) statements of our plans and objectives, including those relating to product releases; (3) statements of future economic performance; and (4) statements of assumptions underlying such statements. We generally use words such as "anticipate," "believe," "could," "would," "estimate," "expect," "forecast," "future," "intend," "may," "outlook," "plan," "positioned," "potential," "project," "remain," "scheduled," "set to," "subject to," "to be," "upcoming," "will," and other similar expressions to help identify forward-looking statements. These forward-looking statements are subject to business and economic risk, reflect management's current expectations, estimates and projections about our business, and are inherently uncertain and difficult to predict. Our actual results could differ materially. The forward-looking statements contained herein speak only as of the date on which they were first made, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date this Annual Report on Form 10-K was initially filed with the SEC. Risks and uncertainties that may affect our future results include, but are not limited to, those discussed under the heading "Risk Factors," included in Part I, Item 1A. Except where the context otherwise requires, all references to "we," "us," "our," "Activision" or "the Company" in this Annual Report on Form 10-K mean Activision, Inc. and its subsidiaries as of the date of this Annual Report on Form 10-K.

### Item 1. BUSINESS

#### (a) General

Activision, Inc. is a leading international publisher of interactive entertainment software and peripheral products. We have built a company with a diverse portfolio of products that spans a wide range of categories and target markets and that are used on a variety of game hardware platforms and operating systems. We have created, licensed, and acquired a group of highly recognizable franchises, which we market to a variety of consumer demographics. Our fiscal 2008 product portfolio included titles such as *Guitar Hero III: Legends of Rock*, *Guitar Hero II* for the Microsoft Xbox360, *Guitar Hero: Rocks the 80s* for the PS2, *Call of Duty 4: Modern Warfare*, *Spider-Man 3 The Game* ("*Spider-Man 3*"), *Shrek the Third*, *TRANSFORMERS: The Game*, *Enemy Territory: Quake Wars*, *Tony Hawk's Proving Ground*, *Bee Movie Game*, and *Spider-Man: Friend or Foe*.

Our products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music-based gaming, and strategy. Our target customer base ranges from casual players to game enthusiasts, children to adults, and mass-market consumers to "value" buyers. We currently offer our products primarily in versions that operate on the Sony PlayStation 2 ("PS2"), the Sony PlayStation 3 ("PS3"), the Nintendo Wii ("Wii"), and the Microsoft Xbox360 ("Xbox360") console systems, the Nintendo Dual Screen ("NDS"), and the Sony PlayStation Portable ("PSP") hand-held devices, and the personal computer ("PC"). The installed base for the previous generation of hardware platforms (e.g., the PS2) is significant and the fiscal 2006 release of the Xbox360 and the fiscal 2007 releases of the PS3 and the Wii have further expanded the software market. To take advantage of the growth of the PS3, the Xbox360, and the Wii ("the next-generation platforms"), during fiscal 2008, we increased our presence on the next-generation platforms through the increased number of new released titles on the next-generation platforms. For example, the number of new released titles for the Wii tripled from 5 releases during fiscal 2007 to 15 releases, and we successfully released several major titles for the PS3, the Xbox360 and/or the Wii—*Guitar Hero III: Legends of Rock*, *Call of Duty 4: Modern Warfare*, *Spider-Man 3*, *Shrek the Third*, *TRANSFORMERS: The Game*, and *Tony Hawk's Proving Ground*. Some of these titles are also available on the PS2. Our plan is to continue to build a significant presence on the next-generation platforms by continuing to expand

the number of titles released on the next-generation and hand-held platforms while continuing to market to the PS2 platform as long as economically attractive given its large installed base.

Our publishing business involves the development, marketing, and sale of products directly, by license, or through our affiliate label program with certain third-party publishers. Our distribution business consists of operations in Europe that provide logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

We were originally incorporated in California in 1979. In December 1992, we reincorporated in Delaware. In June 2000, we reorganized into our current holding company organizational structure.

*(b) Business Combinations*

We have completed a number of acquisitions of both software development companies and interactive entertainment product distribution companies. In fiscal 2008, we acquired Bizarre Creations Limited, a video game developer focusing on the racing category. Also, in fiscal 2008, we completed the acquisition of DemonWare, Ltd., a provider of network middleware technologies for console and PC games. See Note 3 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for additional information regarding the accounting treatment of these and prior acquisitions.

On December 2, 2007, we and Vivendi S.A. ("Vivendi") (Euronext Paris: VIV) announced the signing of a definitive agreement to combine Vivendi Games, Inc. ("Vivendi Games"), Vivendi's interactive entertainment business which includes Blizzard Entertainment, Inc. with us. If the transaction closes, we will be renamed Activision Blizzard, Inc. ("Activision Blizzard"), and we expect to continue to operate as a public company traded on NASDAQ under the ticker ATVI. While we will be the legal acquirer and the surviving entity in this transaction, Vivendi Games will be deemed to be the accounting acquirer in the transaction treated as a reverse acquisition for accounting purposes. See Note 20 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for additional information regarding the pending business combination with Vivendi Games.

*(c) Financial Information About Industry Segments*

We have two reportable segments: publishing and distribution. Publishing relates to the development (both internally and externally), marketing and sale of DVD, CD, UMD, online, and cartridge-based interactive entertainment software and peripheral products owned or controlled by us directly, by license, or through our affiliate label program with certain third-party publishers. Distribution primarily refers to logistical and sales services provided by our European distribution subsidiaries to third-party publishers of interactive entertainment software, our own publishing operations and manufacturers of interactive entertainment hardware. See Note 10 of Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for certain financial information regarding reporting segment and geographic areas required by Item 1 of Form 10-K.

*(d) Narrative Description of Business*

Our objective is to be a worldwide leader in the development, publishing, and distribution of quality interactive entertainment software and peripheral products that deliver a highly satisfying consumer entertainment experience. Our business strategy, the key components of our business operations, and the risk factors that could impact our business are detailed below.

## Strategy

*Create, Acquire, and Maintain Strong Franchises.* We focus development and publishing activities principally on products that are, or have the potential to become, franchises with sustainable consumer appeal and recognition. It is our experience that these products can then serve as the basis for sequels, prequels, and related new products that can be released over an extended period of time. We believe that the publishing and distribution of products based in large part on franchises enhances predictability of revenues and the probability of high unit volume sales and operating profits. We have created a number of successful internally developed intellectual properties such as the Guitar Hero and Call of Duty franchises. We have also entered into a series of strategic relationships with the owners of intellectual property pursuant to which we have acquired the rights to publish products based on franchises such as Marvel Entertainment, Inc. properties, including Spider-Man and X-Men. We have multi-year, multi-property agreements with DreamWorks Animation LLC that grant us the exclusive rights to publish video games based on DreamWorks Animation SKG's theatrical releases, including "Shark Tale," which was released in the second quarter fiscal 2005, "Madagascar," which was released in the first quarter fiscal 2006, "Over the Hedge," which was released in the first quarter fiscal 2007, "Shrek the Third," which was released in the first quarter fiscal 2008, "Bee Movie," which was released in the third quarter fiscal 2008, and all of their respective sequels. In addition, our multi-year agreements with DreamWorks Animation LLC grant us the exclusive video game rights to three upcoming DreamWorks Animation feature films, including "Kung Fu Panda," "Monsters vs Aliens" and "How to Train Your Dragon." We plan to release *Kung Fu Panda*, *Monsters vs Aliens*, and *Madagascar 2* during fiscal 2009 coinciding with each of their respective theatrical releases. We have a strategic alliance with Harrah's Entertainment, Inc. that grants us the exclusive, worldwide interactive rights to develop and publish "World Series of Poker" video games based on the popular World Series of Poker Tournament. We also have an agreement with MGM Interactive and EON Productions Ltd. to develop and publish video games based on the James Bond license and with Hasbro Properties Group ("Hasbro") to develop and publish video games based on the "Transformers" franchise.

*Execute Disciplined Product Selection and Development Processes.* The success of our publishing business depends, in significant part, on our ability to develop high quality games that will generate high unit volume sales. Our publishing units have implemented a formal control process for the selection, development, production, and quality assurance of our products. We apply this process, which we refer to as the "Greenlight Process," to all of our products, whether externally or internally developed. The Greenlight Process includes in-depth reviews of each project at several important stages of development by a team that includes many of our highest-ranking operating managers and coordination between our sales and marketing personnel and development staff at each step in the process.

We develop our products using a combination of our internal development resources and external development resources acting under contract with us. We typically select our external developers based on their track record and expertise in producing products in the same category. One developer will often produce the same game for multiple platforms and will produce sequels to the original game. We believe that selecting and using development resources in this manner allows us to leverage the particular expertise of our internal and external development resources, which we believe adds to the quality of our products.

*Create and Maintain Diversity in Product Mix, Platforms, and Markets.* We believe that maintaining a diversified mix of products can reduce our operating risks and enhance profitability. Therefore, we develop and publish products spanning a wide range of product categories, including action/adventure, action sports, racing, role-playing, simulation, first-person action, music-based gaming, and strategy. We also develop products designed for target audiences ranging from casual players to game enthusiasts, children to adults, and mass-market consumers to "value" buyers. Presently, we concentrate on developing, publishing, and distributing products that operate on the PS2, PS3, Xbox360, and Wii

console systems, PSP and NDS hand-held devices, and the PC. We typically offer our products for use on multiple platforms in order to reduce the risks associated with any single platform, leverage our costs over a larger installed hardware base, and increase unit sales.

*Continue to Improve Profitability.* We continually strive to manage risk and increase our operating leverage and efficiency with the goal of increased profitability. We believe the key factor affecting our future profitability will be the success rate of our product releases. Therefore, our product selection and development process includes, as a significant component, periodic evaluations of the expected commercial success of products under development. Through this process, for titles that we determine to be less promising, corrections are made in the development process or, if necessary, they are discontinued before we incur additional development costs. In addition, we believe our focus on cross platform releases and franchised products will contribute to improved profitability.

We continue to focus on increasing our margins. We have, for example, acquired certain experienced and specialized developers in instances where we can enhance profitability through the elimination of royalty obligations. Additionally, we often rely on independent third-party interactive entertainment software developers to develop some of our software products, thereby taking advantage of specialized independent developers without incurring the fixed overhead obligations associated with increased internally employed staff.

Our sales and marketing staff work with our studio resources to increase the visibility of new product launches and to coordinate the timing and promotion of product releases. Our finance and sales and marketing personnel work together to improve inventory management and receivables collections. We have instituted broad, objective-based reward programs that provide incentives to management and staff throughout the organization to produce results that meet our financial objectives.

*Grow Through Continued Strategic Acquisitions and Alliances.* The interactive entertainment industry has been consolidating, and we believe that success in this industry will be driven in part by the ability to take advantage of scale. Specifically, smaller companies are more capital constrained, enjoy less predictability of revenues and cash flow, lack product diversity and must spread fixed costs over a smaller revenue base. Several industry leaders are emerging that combine the entrepreneurial and creative spirit of the industry with professional management, the ability to access the capital markets, and the ability to maintain favorable relationships with developers, intellectual property owners, and retailers. Through numerous completed acquisitions since 1997, we believe that we have successfully diversified our operations, channels of distribution, development talent pool, and library of titles, and we have emerged as one of the industry's leaders. We intend to continue to evaluate the expansion of our resources through acquisitions, strategic relationships, and key license transactions. We intend to continue expanding our intellectual property library through key license transactions and strategic relationships with intellectual property owners. We will continue to evaluate opportunities to increase our development capacity through the acquisition of or investment in selected experienced software development firms.

## **Products**

Historically, we have been best known for our action/adventure, strategy, and simulation products. We have been successful in the superheroes category with our release of titles based on the Spider-Man and X-Men properties. We have also been successful in the first person action categories through the Call of Duty original intellectual property, which we plan on continuing as a successful long-term franchise. Call of Duty has achieved over \$1 billion life-to-date sales. In fiscal 2007 we successfully entered the music-based gaming genre with the acquisition of the Guitar Hero franchise. This franchise combines interactive software with a hardware peripheral in the form of a guitar. In fiscal 2008 the Guitar Hero franchise has set an industry record, surpassing \$1 billion in North America retail sales in

26 months. We have established ourselves as a leader in the "value" software publishing business with products under our Cabela's, Rapala, World Series of Poker, and Greg Hasting's Paintball licenses, as well as with products distributed on behalf of our "value" affiliate label partners. Products published by us in this category are generally developed by third parties, often under contract with us. Value software is typically less sophisticated and less complex, both in terms of the development process and consumer gameplay.

*Hardware Licenses.* Our products currently are being developed or published primarily for the PS2, PS3, Wii, and Xbox360 console systems; PSP and NDS hand-held devices; and PCs. In order to maintain general access to the console systems and hand-held devices marketplace, we have maintained licenses for the PS2, PS3, Wii, and Xbox360 console systems and PSP, and NDS hand-held devices with the owners of each such platform. Each license allows us to create multiple products for the applicable platform, subject to certain approval rights which are reserved by each licensor. Each license also requires that we pay the licensor a per unit royalty for each unit manufactured. In contrast, we are not required to obtain any license for the development and production of products for PCs.

*Intellectual Property Rights.* Many of our current and planned releases are based on intellectual property, other character or story rights, and music rights licensed from third parties, as well as a combination of characters, worlds, and concepts derived from our extensive library of titles, and original characters and concepts owned and created by us. When publishing products based on licensed intellectual property rights, we generally seek to capitalize on the name recognition, marketing efforts, and goodwill associated with the underlying property. For intellectual property owned by Activision, we generally attempt to establish such properties as sustainable, long-term game franchises.

In acquiring intellectual property rights from third parties, we seek to obtain rights to publish titles across a variety of platforms, to include the ability to produce multiple titles and to retain rights over an extended period of time. In past years, we have been able to enter into a series of long-term or multi-product agreements with owners of various intellectual properties that are well known throughout the world and to create products based on these recognizable characters, story lines, or concepts. These agreements typically provide us with exclusive publishing rights for a specific period of time and, in some cases, for specified platforms and, in other cases, with renewal rights upon the satisfaction of certain conditions. The scope of our licensing activities includes theatrical motion pictures, television shows, animated films and series, comic books, literary works, music, sports personalities and events, and celebrities. We intend to continue expanding relationships with our existing intellectual property partners and to enter into agreements with other intellectual property owners for additional recognizable properties, characters, story lines and concepts. However, we may not be able to maintain or expand our existing relationships or to seek out and sustain new long-term relationships of similar caliber in the future.

### **Product Development and Support**

We develop and produce titles using a model in which a core group of creative, production, and technical professionals, in coordination with our marketing and finance departments, have responsibility for the entire development and production process including the supervision and coordination of internal and external resources. This team assembles the necessary creative elements to complete a title using, where appropriate, outside programmers, artists, animators, scriptwriters, musicians and songwriters, sound effects and special effects experts, and sound and video studios. We believe that this model allows us to supplement internal expertise with top quality external resources on an as-needed basis.

In addition, we often seek out and engage independent third-party developers to create products on our behalf. Such products are sometimes owned by us, and usually we have unlimited rights to commercially exploit these products. In other circumstances, the third-party developer may retain

ownership of the intellectual property and/or technology included in the product and reserve certain exploitation rights. We typically select these independent third-party developers based on their expertise in developing products in a specific category and use the same developer to produce the same game for multiple platforms. Each of our third-party developers is under contract with us for specific or multiple titles. From time to time, we also acquire the license rights to publish and/or distribute software products that are or will be independently created by third-party developers. In such cases, the agreements with such developers provide us with exclusive publishing and/or distribution rights for a specific period of time, often for specified platforms and territories. In either case, we often have the ability to publish and/or distribute sequels, conversions, enhancements, and add-ons to the product initially being produced by the independent developer and we frequently have the right to engage the services of the original developer with regard to the development of such products.

In consideration for the services that the independent third-party developer provides, the developer receives a royalty generally based on net sales of the product that it has developed. Typically, the developer also receives an advance, which we recoup from the royalties otherwise payable to the developer. The advance generally is paid in "milestone" stages. The payment at each stage is tied to the completion and delivery of a detailed performance milestone. Some contracts include minimum guaranteed royalty payments which are recorded as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract. Working with an independent developer allows us to reduce our fixed development costs, share development risks with the third-party developer, take advantage of the third-party developer's expertise in connection with certain categories of products or certain platforms, and gain access to proprietary development technologies.

#### *"Greenlight Process"*

We have adopted and implemented a rigorous procedure for the selection, development, production, and quality assurance of our internally and externally produced interactive entertainment software titles. The process, known internally as the "Greenlight Process," involves several phases throughout the development and production and the post-release review of a title, each of which includes a number of specific performance milestones. The phases of the "Greenlight Process" are the concept, developer selection, prototype, first playable, alpha, and post-mortem. This procedure is designed to enable us to manage and control production and development budgets and timetables, to identify and address production and technical issues at the earliest opportunity, and to coordinate marketing and quality control strategies throughout the production and development phases, all in an environment that fosters creativity. The post-release review of a title is critical to provide feedback and ideas to our future development. Checks and balances are intended to be provided through the structured interaction of the project team with our creative, technical, marketing, and quality assurance/customer support personnel, as well as our legal, accounting, and finance departments. In order to maintain the competitiveness of our products and to take advantage of increasingly sophisticated technology associated with hardware platforms, our development process includes a significant amount of time for play-testing new products, and extensive product quality evaluations.

#### *Product Support*

We provide various forms of product support to both our internally and externally developed titles. Our quality assurance personnel are involved throughout the development and production of each title published by us. We subject all such products to extensive testing before release to ensure compatibility with all appropriate hardware systems and configurations and to minimize the number of bugs and other defects found in the products. To support our products after release, we provide online access to our customers on a 24-hour basis as well as telephone operator help lines during regular business

hours. The customer support group tracks customer inquiries and we use this data to help improve the development and production processes.

## **Publishing Activities**

### *Marketing*

Our marketing efforts include online activities (such as the creation of World Wide Web pages to promote specific titles and build user communities around our franchises), public relations, print and broadcast advertising, coordinated in-store and industry promotions (including merchandising and point of purchase displays), participation in cooperative advertising programs, direct response vehicles, and product sampling through demonstration software distributed through the Internet or on compact discs. From time to time, we also receive marketing support from hardware manufacturers and retailers in connection with their own promotional efforts. In addition, certain of our products contain software that enables customers to "electronically register" their purchases with us online.

We believe that certain of our franchises have loyal and devoted audiences who purchase our sequels as a result of dedication to the property and satisfaction from previous product purchases. We therefore market these sequels both toward the established market as well as broader audiences. In addition, in marketing titles based on licensed properties, we believe that we derive benefits from the continued exploitation of these licensed properties and the marketing and promotional activities of the property owners.

### *Sales and Distribution*

*North America.* Our products are available for sale or rental in thousands of retail outlets domestically. Our North American customers include Best Buy, Blockbuster, Circuit City, GameStop, Target, Toys "R" Us, and Wal-Mart.

In the United States and Canada, our products are sold primarily on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. We believe that a direct relationship with retail accounts results in more effective inventory management, merchandising, and communications than would be possible through indirect relationships. We have implemented electronic data interchange linkages with many of our retailers to facilitate the placing and shipping of orders. We sell our products to a limited number of distributors.

*International.* Our products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements, and through our wholly-owned European distribution subsidiaries. We conduct our international publishing activities through offices in the United Kingdom, Germany, France, Italy, Spain, Norway, the Netherlands, Canada, Sweden, Australia, South Korea, and Japan. We seek to maximize our worldwide revenues and profits by releasing high quality foreign language releases concurrently with English language releases and by continuing to expand the number of direct selling relationships we maintain with key retailers in major territories.

On a worldwide basis, our largest customers, Wal-Mart and GameStop, accounted for approximately 14% and 13%, respectively, of consolidated net revenues for the fiscal year ended March 31, 2008. For the fiscal year ended March 31, 2007, our largest customers, Wal-Mart and GameStop, accounted for 22% and 8%, respectively, of consolidated net revenues.

*Affiliate Labels.* In addition to our own products, we distribute a select number of interactive entertainment products that are developed and marketed by other third-party publishers through our "affiliate label" programs in North America, Europe, and the Asia Pacific region. The distribution of other publishers' products allows us to increase the efficiencies of our sales force and provides us with the ability to better ensure adequate shelf presence at retail stores for all of the products that we distribute. Distributing other publishers' titles mitigates the risk associated with a particular title or

titles published by us failing to achieve expectations. Services provided by us under our affiliate label program include order solicitation, in-store marketing, logistics and order fulfillment, sales channel management, as well as other accounting and general administrative functions. Our current affiliate label partners include LucasArts, as well as several affiliate label partners in our "value" business. Each affiliate label relationship is unique and may pertain only to distribution in certain geographic territories such as the North America, Europe, or the Asia Pacific region and may be further limited only to specific titles or titles for specific platforms.

See Note 10 of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for certain financial information regarding reporting segments and geographic areas required by Item 1.

## **Distribution**

We distribute interactive entertainment hardware and software products in Europe through our European distribution subsidiaries: Centresoft in the United Kingdom; NBG in Germany; and CD Contact in the Benelux countries. These subsidiaries act as wholesalers in the distribution of products and also provide packaging and logistical and sales services. They provide services to our publishing operations and to various third-party publishers, including Sony Computer Entertainment ("Sony"), Nintendo Co. Ltd. ("Nintendo"), and Microsoft Corporation ("Microsoft"). Centresoft is Sony's exclusive distributor of PlayStation products to the independent channel in the United Kingdom. In the fiscal year ended March 31, 2008, sales for Sony, Nintendo, and Microsoft accounted for approximately 29%, 5%, and 2%, respectively, of our worldwide distribution net revenues.

We entered into the distribution business to obtain distribution capacity in Europe for our own products, while supporting the distribution infrastructure with third-party sales, and to diversify our operations into the European market. Centresoft and our other distribution subsidiaries operate in accordance with strict confidentiality procedures in order to provide independent services to various third-party publishers.

## **Emerging Technologies**

We are actively supporting emerging platforms (wireless devices, digital downloads, and closed and open online networks) by publishing and licensing key franchises for these emerging platforms. We have published and licensed rights to various franchises, such as the Call of Duty franchise, the Guitar Hero franchise, *Tony Hawk's Project 8*, and *Tony Hawk's Downhill Jam* for various hand-held wireless devices. We also develop and optimize many of our titles for consoles that support online play, such as PS2, Xbox Live on the Xbox360, and the Sony PS3 and Nintendo Wii consoles. We believe that more of our franchises can be successfully published for wireless and online platforms, as well as exploited through other emerging technologies, as they continue to evolve.

In addition, we derive revenue from in-game advertising consisting primarily of fixed product placement. We are developing and expanding on dynamic ad serving technology and will continue to focus on attracting third parties to advertise in our video games.

## **Manufacturing**

We prepare a set of master program copies, documentation, and packaging materials for our products for each hardware platform on which the product will be released. We also manufacture separate hardware peripherals, such as the guitar in Guitar Hero. Except with respect to products for use on the Sony, Nintendo, and Microsoft systems, our disk and hardware peripheral's duplication, packaging, printing, manufacturing, warehousing, assembly, and shipping are performed by third-party subcontractors.

To maintain protection over their hardware technologies, Sony, Nintendo, and Microsoft generally specify or control the manufacturing and assembly of finished products. We deliver the master materials to the licensor or its approved replicator, which then manufactures finished goods and delivers them to us for distribution under our label. We use the manufacturers who are authorized by Sony, Nintendo, or Microsoft to make the hardware peripheral for Guitar Hero. At the time our product unit orders are filled by the manufacturer, we become responsible for the costs of manufacturing and the applicable per unit royalty on such units, even if the units do not ultimately sell.

To date, we have not experienced any material difficulties or delays in the manufacture and assembly of our products or material returns due to product defects.

## **Competition**

The interactive entertainment industry is intensely competitive and new interactive entertainment software products and platforms are regularly introduced. Our competitors vary in size from small companies with limited resources to large corporations with greater financial, marketing, and product development resources than we have. Due to their different focuses and allocation of resources, certain of our competitors spend more money and time on developing and testing products, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, pay higher fees to licensors for desirable motion picture, television, sports and character properties, and pay more to third-party software developers. In addition, competitors with large product lines and popular titles typically have greater leverage with retailers, distributors, and other customers who may be willing to promote titles with less consumer appeal in return for access to such competitor's most popular titles. We believe that the main competitive factors in the interactive entertainment industry include: product features and playability; brand name recognition; compatibility of products with popular platforms; access to distribution channels; quality of products; ease of use; price; marketing support; and quality of customer service.

We compete primarily with other publishers of personal computer and video game console interactive entertainment software. Significant third-party software competitors currently include, among others: Capcom Co. Ltd.; Eidos PLC; Electronic Arts Inc.; Konami Company Ltd.; Midway Games Inc.; Namco Bandai Games Ltd.; Sega Enterprises, Ltd.; Take-Two Interactive Software, Inc.; THQ Inc.; Ubisoft Entertainment; Viacom/MTV; Vivendi Games Publishing; Warner Bro's Interactive; and the Walt Disney Company. In addition, integrated video game console hardware and software companies such as Sony, Nintendo, and Microsoft compete directly with us in the development of software titles for their respective platforms.

## **Employees**

As of March 31, 2008, we had approximately 2,640 employees, including approximately 1,200 in product development, 500 in North American publishing, 500 in international publishing, 170 in operations, corporate finance and administration, and 270 in European distribution activities.

As of March 31, 2008, approximately 260 of our full-time employees were subject to term employment agreements with us. These agreements generally commit such employees to employment terms of between one and five years from the commencement of their respective agreements. Most of the employees subject to such agreements are executive officers or key members of the product development, sales, or marketing divisions. These individuals perform services for us as executives, directors, producers, associate producers, computer programmers, game designers, sales directors, and marketing product managers. The execution by us of employment agreements with such employees, in our experience, reduces our turnover during the development, production, and distribution phases of our entertainment software products and allows us to plan more effectively for future development and marketing activities.

None of our employees are subject to a collective bargaining agreement except for the employees of our German distribution subsidiary who are allowed by German law to belong to an organized labor council. To date, we have not experienced any labor-related work stoppages.

### **Financial Information about Foreign Geographic Areas**

See Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 10 of the Notes to Consolidated Financial Statements included in Item 8.

### **Available Information**

Our website is located at <http://www.activision.com>. Furthermore, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge through our website. The information found on our website is not a part of, and is not incorporated by reference into, this or any other report that we file with or furnish to the SEC.

### **Item 1A. RISK FACTORS**

Our business is subject to many risks and uncertainties, which may affect our future financial performance. If any of the events or circumstances described below occurs, our business and financial performance could be harmed, our actual results could differ materially from our expectations, and the market value of our securities could decline. The risks discussed below are not the only ones we face. Additional risks exist that we do not currently believe to be material, and there may also be other risks that are not currently known to us, that may also harm our business and adversely affect our future financial performance and the market value of our stock.

#### **Risks Factors Relating to the Interactive Entertainment Industry and Our Business**

*We depend on a relatively small number of franchises for a significant portion of our revenues and profits.*

A significant portion of our revenues is derived from products based on a relatively small number of popular franchises each year, and these products are responsible for a disproportionate amount of our profits. In addition, many of these products have substantial production or acquisition costs and marketing budgets. In fiscal 2008, 65% of our consolidated net revenues and 75% of our worldwide publishing net revenues were derived from three franchises and in fiscal 2007, 39% of our consolidated net revenues and 52% of our worldwide publishing net revenues were derived from three franchises. We expect that a limited number of popular franchises will continue to produce a disproportionately large amount of our revenues and profits. Due to this dependence on a limited number of franchises, the failure to achieve anticipated results by one or more products based on these franchises may significantly harm our business and financial results.

*Our future success depends on our ability to release popular products.*

The life of any one console or handheld game product is relatively short and generally involves a relatively high level of sales during the first few months after introduction followed by a rapid decline in sales. Because revenues associated with an initial product launch generally constitute a high percentage of the total revenues associated with the life of a product, delays in product releases or disruptions following the commercial release of one or more new products could have a material adverse effect on our operating results and cause such operating results to be materially different from expectations. It is therefore important for us to be able to continue to develop many high quality new products that are popularly received. We focus our development and publishing activities principally on

products that are, or have the potential to become, franchise brand properties. If we are unable to do this, our business and financial results may be negatively affected.

***Our business is "hit" driven. If we do not deliver "hit" titles, or if consumers prefer competing products, our sales could suffer.***

While many new products are regularly introduced, only a relatively small number of "hit" titles account for a significant portion of net revenues. Competitors may develop titles that imitate or compete with our "hit" titles, and take sales away from us or reduce our ability to command premium prices for those titles. Hit products published by our competitors may take a larger share of consumer spending than anticipated, which could cause our product sales to fall below expectations. If our competitors develop more successful products or offer competitive products at lower prices, or if we do not continue to develop consistently high-quality and well received products, our revenue, margins, and profitability will decline.

***If we are unable to maintain or acquire licenses to intellectual property, we may publish fewer "hit" titles and our revenue may decline.***

Some of our products are based on intellectual property and other character or story rights acquired or licensed from third parties. These license and distribution agreements are limited in scope and time, and we may not be able to renew key licenses when they expire or to include new products in existing licenses. The loss of a significant number of our intellectual property licenses or of our relationships with licensors, or our inability to obtain additional licenses of significant commercial value could have a material adverse effect on our ability to develop new products and therefore on our business and financial results. Additionally, the failure of intellectual property acquired by us to be popularly received could impact the market acceptance of those products in which the intellectual property is included. Such lack of market acceptance could result in the write-off of the unrecovered portion of acquired intellectual property assets, which could cause material harm to our business and financial results. Furthermore, the competition for these licenses and distribution agreements is often intense. Competition for these licenses may also increase the advances, guarantees, and royalties that we must pay to the licensor.

***Our business is highly dependent on the success, timely release and availability of new video game platforms, on the continued availability of existing video game platforms, as well as our ability to develop commercially successful products for these platforms.***

We derive most of our revenue from the sale of products for play on video game platforms manufactured by third parties, such as Sony's PlayStation 2, PlayStation 3 and PlayStation Portable, Microsoft's Xbox 360 and Nintendo's Wii and DS. The success of our business is driven in large part by the availability of an adequate supply of these video game platforms, our ability to accurately predict which platforms will be successful in the marketplace, and our ability to develop commercially successful products for these platforms. We must make product development decisions and commit significant resources well in advance of the anticipated introduction of a new platform. A new platform for which we are developing products may be delayed, may not succeed or may have a shorter life cycle than anticipated. Alternatively, a platform for which we have not devoted significant resources could be more successful than initially anticipated, causing us to miss a meaningful revenue opportunity. Additionally, if the platforms for which we are developing products are not released when anticipated, are not available in adequate quantities to meet consumer demand, or do not attain wide market acceptance, our revenue may suffer, we may be unable to fully recover the investments we have made in developing those products, and our financial performance may be harmed.

***Transitions in console platforms could have a material impact on the market for interactive entertainment software.***

In 2005, Microsoft released the Xbox 360 and, in 2006, Sony and Nintendo introduced their respective next-generation hardware platforms, the PlayStation 3 and Wii. When new console platforms are announced or introduced into the market, consumers typically reduce their purchases of game console entertainment software products for current console platforms in anticipation of new platforms becoming available. During these periods, sales of our game console entertainment software products may be expected to slow or even decline until new platforms are introduced and achieve wide consumer acceptance. This decline may not be offset by increased sales of products for the new console platforms. As console hardware moves through its life cycle, hardware manufacturers typically enact price reductions and decreasing prices may put downward pressure on software prices. During platform transitions, we may simultaneously incur costs both in continuing to develop and market new titles for prior-generation video game platforms, which may not sell at premium prices, and also in developing products for next-generation platforms, which will not generate immediate or near-term revenue. As a result, our operating results during platform transitions may be more volatile and more difficult to predict than during other times, and such volatility may cause greater fluctuations in our stock price.

***We must make significant expenditures to develop products for new platforms which may not be successful.***

We must make substantial product development and other investments in a particular platform well in advance of introduction of the platform and may be required to realign our product portfolio and development efforts in response to market changes. Furthermore, development costs for new console platforms are greater than such costs for current console platforms. If increased costs are not offset by higher revenues and other cost efficiencies, our operating results will suffer and our financial position will be harmed. If the platforms for which we develop new software products or modify existing products do not attain significant market penetration, we may not be able to recover our development costs, which could be significant, and our business and financial results could be significantly harmed.

***If the average price of prior-generation titles continues to decline or if we are unable to sustain launch pricing on next-generation titles, our operating results will suffer.***

We have experienced a decrease in the average price of titles for prior-generation platforms. With the transition of the interactive entertainment industry to next-generation video game platforms, fewer prior-generation titles are able to command premium prices, and we expect that even those titles that can do so will be subject to price reductions at an earlier point in their sales cycle than was the case with prior platform transitions. We expect the average price of prior-generation titles to continue to be under pressure, which may have a negative effect on our margins and operating results.

Next-generation titles for the Xbox 360, Sony's PlayStation 3 and the Nintendo Wii have been offered at premium retail prices since the launch of such consoles. We expect to continue to price next-generation titles at a premium level, but if we are unable to sustain launch pricing on these next-generation titles we may experience a negative effect on our margins and operating results.

***The interactive entertainment industry is highly competitive and our competitors may succeed in narrowing our market share and reducing our sales.***

We compete with other publishers of PC and video game console interactive entertainment software and peripherals. Those competitors vary in size from small companies with limited resources to very large corporations with significantly greater financial, marketing, and product development resources than we have. For example, integrated video game console hardware and software companies such as Sony, Nintendo, and Microsoft compete directly with us in the development of software titles

for their respective platforms. Certain of these competitors may spend more money and time on developing and testing products, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, pay higher fees to licensors for desirable motion picture, television, sports, music and character properties, and pay more to third-party software developers than we do.

We also compete with other forms of entertainment and leisure activities. For example, the overall growth in the use of the Internet and online services by consumers may pose a competitive threat if customers and potential customers spend less of their available time using interactive entertainment software and more using the Internet and online services. A number of software publishers who compete with us have developed and commercialized or are currently developing online games for use by consumers over the Internet. Future increased consumer acceptance and increases in the availability of online games or technological advances in online game software or the Internet could result in a decline in platform-based software and negatively impact sales of our console and handheld products. Direct sales of software over the Internet by competitors could materially adversely affect our distribution business as well.

Competition in the interactive entertainment industry is intense and we expect new competitors to continue to emerge.

***Our platform licensors are our chief competitors and frequently control the manufacturing of and have broad approval rights over our console and handheld video game products.***

Generally, when we develop interactive entertainment software products for hardware platforms offered by Sony, Nintendo, or Microsoft, the products are manufactured exclusively by that hardware manufacturer or their approved replicator.

The agreements with these manufacturers include certain provisions, such as approval rights over all software products and related hardware peripherals and promotional materials and the ability to change the fee they charge for the manufacturing of products, which allow them substantial influence over the cost and the release schedule of such interactive entertainment software products. In addition, since each of the manufacturers is also a publisher of games for its own hardware platforms and manufactures products for all of its other licensees, a manufacturer may give priority to its own products or those of our competitors in the event of insufficient manufacturing capacity. Accordingly, Sony, Nintendo, or Microsoft could cause unanticipated delays in the release of our products as well as increases to our projected development, manufacturing, marketing, or distribution costs, which could materially harm our business and financial results.

In addition, platform licensors control our ability to provide online game capabilities for console platform products and in large part establish the financial terms on which these services are offered to consumers. Currently, Microsoft provides online capabilities for the Xbox 360 and Sony provides online capabilities for PlayStation 2 and PlayStation 3 products. In each case, compatibility code and/or the consent of the licensor are required for us to include online capabilities in our console products. As these capabilities become more significant, the failure or refusal of licensors to approve our products may harm our business and financial results.

***Our platform licensors set the royalty rates and other fees that we must pay to publish games for their platforms, and therefore have significant influence on our costs.***

We pay a licensing fee to the hardware manufacturer for each copy of a product manufactured for that manufacturer's game platform. In order to publish products for new hardware platforms, we must take a license from the platform licensor which gives the platform licensor the opportunity to set the fee structure that we must pay in order to publish games for that platform. Similarly, the platform licensors have retained the flexibility to change their fee structures for online gameplay and features for their consoles and the manufacturing of products. The control that platform licensors have over the fee

structures for their platforms and online access makes it difficult for us to predict our costs and profitability in the medium to long term. It is also possible that platform licensors will not renew our existing licenses. Because publishing products for console systems is the largest portion of our business, any increase in fee structures or nonrenewal of licenses could have a significant negative impact on our business model and profitability.

***We rely on independent third parties to develop some of our software products.***

We rely on independent third-party software developers to develop some of our software products. Since we depend on these developers, in the aggregate, we remain subject to the following risks:

- continuing strong demand for developers' resources, combined with the recognition they receive in connection with their work, may cause developers who worked for us in the past either to work for a competitor in the future or to renegotiate our agreements with them on terms less favorable for us;
- limited financial resources and business expertise and inability to retain skilled personnel may force developers out of business prior to completing products or require us to fund additional costs; and
- our competitors may acquire the businesses of key developers or sign them to exclusive development arrangements. In either case, we would not be able to continue to engage such developers' services for our products, except for those that they are contractually obligated to complete development of for us.

Increased competition for skilled third-party software developers also has compelled us to agree to make significant advance payments on royalties to game developers. If the products subject to these arrangements do not generate sufficient revenues to recover these royalty advances, we would have to write-off unrecovered portions of these payments, which could cause material harm to our business and financial results. Typically, we pay developers a royalty based on a percentage of net revenues, less agreed upon deductions, but from time to time, we have agreed to pay developers fixed per unit product royalties after royalty advances are fully recouped. To the extent that sales prices of products on which we have agreed to pay a fixed per unit royalty are marked down, our profitability could be adversely affected.

***If our products contain defects, our business could be harmed significantly.***

Software products and hardware peripherals as complex as the ones we publish and distribute may contain undetected errors and defects. This risk is often higher when such products or peripherals are first introduced or when new versions are released. Failure to avoid, or to timely detect and correct, such errors or defects could result in loss of, or delay in, market acceptance, and could significantly harm our business, financial results, and reputation.

***We may permit our customers to return products and to receive pricing concessions which could reduce our net revenues and results of operations.***

We are exposed to the risk of product returns and price protection with respect to our distributors and retailers. Return policies allow distributors and retailers to return defective, shelf-worn, and damaged products in accordance with terms granted. Price protection, when granted and applicable, allows customers a credit against amounts owed to us with respect to merchandise unsold by them. We may permit product returns from, or grant price protection to, our customers under certain conditions. These conditions include compliance with applicable payment terms, delivery of weekly inventory and sell-through reports, and consistent participation in the launches of our premium title releases. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors.

When we offer price protection, we offer it with respect to a particular product to all of our retail customers (although only customers who meet the conditions detailed above are entitled to such price protection). We also offer a 90-day limited warranty to our end users that our products will be free from manufacturing defects. Although we maintain a reserve for returns and price protection, and although we may place limits on product returns and price protection, we could be forced to accept substantial product returns and provide substantial price protection to maintain our relationships with retailers and our access to distribution channels. Product returns and price protection that exceed our reserves could significantly harm our business and financial results.

***Sales of certain titles such as Guitar Hero are affected by hardware peripheral availability.***

Some of our titles involve one or more separate hardware peripherals, such as the guitar controller in *Guitar Hero*. Typically, we sell such software both in bundles with the hardware peripheral and on a stand-alone basis. Consumers may not want to buy such game software if they cannot also buy the hardware peripheral. If we underestimate demand or otherwise are unable to produce sufficient quantities of the hardware peripheral of an acceptable quality or allocate too few peripherals to geographic markets and hardware platforms where demand exceeds supply, we will forego revenue. This may also create greater opportunities for competitors to develop or gain market share with competitive product offerings. If we overestimate demand and make too many peripherals, or allocate too many peripherals to geographic markets and hardware platforms where there is insufficient demand, we will incur unrecoverable manufacturing costs for unsold units as well as for unsold game software. In either case, hardware peripheral manufacturing and allocation decisions may negatively affect our financial performance.

A limited number of manufacturers are authorized by Sony, Nintendo or Microsoft to make the hardware peripherals for *Guitar Hero*, and the majority of those manufacturers are located in China. Anything that adversely impacts the ability of those manufacturers to produce or otherwise supply the hardware peripherals for us, including the revocation of the first-party license to produce the hardware, the utilization of such manufacturer's capacity by one of our competitors, natural disasters that disrupt manufacturing, transportation or communications, labor shortages, civil unrest or issues generally negatively impacting international companies operating in China, may adversely impact our ability to supply those peripherals to the market.

***We may face difficulty obtaining access to retail shelf space necessary to market and sell our products effectively.***

Retailers typically have a limited amount of shelf space and promotional resources, and there is intense competition among consumer interactive entertainment software products for high quality retail shelf space and promotional support from retailers. To the extent that the number of products and platforms increases, competition for shelf space may intensify and may require us to increase our marketing expenditures. Retailers with limited shelf space typically devote the most and highest quality shelf space to those products expected to be best sellers. We cannot be certain that our new products will consistently achieve such "best seller" status. Due to increased competition for limited shelf space, retailers and distributors are in an increasingly better position to negotiate favorable terms of sale, including price discounts, price protection, marketing and display fees, and product return policies. Our products constitute a relatively small percentage of any retailer's sales volume. We cannot be certain that retailers will continue to purchase our products or to provide those products with adequate levels of shelf space and promotional support on acceptable terms. A prolonged failure in this regard may significantly harm our business and financial results.

***Our sales may decline substantially without warning and in a brief period of time because a majority of our sales are made to a relatively small number of key customers and because we do not have long-term contracts for the sale of our products.***

In the United States and Canada, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. Our products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements and through our wholly-owned European distribution subsidiaries. Our sales are made primarily on a purchase order basis without long-term agreements or other forms of commitments. Our largest customers, Wal-Mart and GameStop, accounted for approximately 14% and 13%, respectively, of our consolidated net revenues for the fiscal year ended March 31, 2008 and approximately 22% and 8%, respectively, of our consolidated net revenues for the fiscal year ended March 31, 2007. The loss of, or significant reduction in sales to, any of our principal retail customers or distributors could significantly harm our business and financial results. The concentration of sales in a small number of large customers also could make us more vulnerable to collection risk if one or more of these large customers became unable to pay for our products. In addition, having such a large portion of our total net revenue concentrated in a few customers reduces our negotiating leverage with these customers.

***We may be burdened with payment defaults and uncollectible accounts if our distributors or retailers cannot honor their existing credit arrangements.***

Distributors and retailers in the interactive entertainment industry have from time to time experienced significant fluctuations in their businesses and a number of them have failed. The insolvency or business failure of any significant retailer or distributor of our products could materially harm our business and financial results. We typically make sales to most such retailers and some such distributors on unsecured credit, with terms that vary depending upon the customer's credit history, solvency, credit limits, and sales history, as well as whether we can obtain sufficient credit insurance. Although, as in the case with most of our customers, we have insolvency risk insurance to protect against a customer's bankruptcy, insolvency, or liquidation, this insurance contains a significant deductible and co-payment obligation, and does not cover all instances of non-payment. In addition, although we maintain a reserve for uncollectible receivables, the reserve may not be sufficient in every circumstance. As a result, a payment default by a significant customer could significantly harm our business and financial results.

***We may not be able to maintain our distribution relationships with key vendors and customers.***

Our CD Contact, NBG, and Centresoft subsidiaries distribute interactive entertainment software and hardware products and provide related services in the Benelux countries, Germany, and the United Kingdom, respectively, and via export in other European countries for a variety of entertainment software publishers, many of which are our competitors, and hardware manufacturers. From time to time, they also maintain exclusive relationships to serve certain retail customers. These services are generally performed subject to limited-term arrangements. Although we expect to use reasonable efforts to retain these vendors and retail customer relationships, we may not be successful in this regard. The cancellation or non-renewal of one or more of these arrangements could adversely affect business and financial results.

***Our business is subject to risks generally associated with the entertainment industry, any of which could significantly harm our operating results.***

Our business is subject to risks that are generally associated with the entertainment industry, including the popularity, price and timing of the release of our games and the platforms on which they are played; economic conditions that adversely affect discretionary consumer spending; changes in consumer demographics; the availability and popularity of other forms of entertainment; and critical

reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted. Many of these risks are beyond our control. These risks could negatively impact our business and financial results.

***As online functionality becomes an increasingly important feature of our software products, we may need to defer the recognition of an increasing amount of revenue, which may adversely affect the net revenue, net income and earnings per share that we will report under GAAP.***

As online functionality becomes a more important component of gameplay, an increasing number of our online-enabled games may contain a more-than-inconsequential separate service deliverable in addition to the product, and our performance obligations for these games will extend beyond the sale of the games. Vendor-specific objective evidence of fair value does not exist for the online services, as we do not plan to separately charge for this component of online-enabled games. As a result, for certain key titles to be released in the December quarter of fiscal year 2009 and thereafter, we will recognize all of the revenues from the sale of certain online-enabled games for certain platforms ratably over an estimated service period, which we currently estimate to be six months beginning the month after shipment. In addition, we will defer the costs of sales of those titles. This may have an adverse effect on the revenue, net income and earnings per share that we will report for future periods under GAAP. If we are required to recognize a greater portion of the revenue of a sale after shipment, or if we are required to recognize revenue over a longer service period, there may be an adverse effect on our reported net revenue, net income and earnings per share under GAAP.

***We are exposed to seasonality in the sale of our products.***

The interactive entertainment industry is highly seasonal, with the highest levels of consumer demand occurring during the calendar year end holiday buying season. As a result, net revenues, gross profits, and operating income have historically been highest during the second half of the calendar year. Our receivables and credit risk are likewise higher during the second half of the calendar year as customers stock up on our products for the holiday season. Further, delays in development, licensor approvals, or manufacturing can also affect the timing of the release of our products, causing us to miss key selling periods such as the calendar year end holiday buying season.

***We may not be able to adequately adjust our cost structure in a timely fashion in response to a sudden decrease in demand.***

A significant portion of our selling and general and administrative expense is comprised of personnel and facilities. In the event of a significant decline in revenues, we may not be able to exit facilities, reduce personnel, or make other changes to our cost structure without disruption to operations or without significant termination and exit costs. Management may not be able to implement such actions in a timely manner, if at all, to offset an immediate shortfall in revenues and profit.

***If we do not continue to attract and retain key personnel, we will be unable to effectively conduct our business.***

Our success depends to a significant extent on our ability to identify, hire, and retain skilled personnel. The software industry is characterized by a high level of employee mobility and aggressive recruiting among competitors for personnel with technical, marketing, sales, product development, and management skills. We may have difficulties in attracting and retaining skilled personnel or may incur significant costs in order to do so. If we are unable to attract additional qualified employees or retain the services of key personnel, our business and financial results could be negatively impacted.

***Our products are subject to the threat of piracy and unauthorized copying, and inadequate intellectual property laws and other protections could prevent us from enforcing or defending our proprietary technologies. We may also face legal risks arising out of user-generated content.***

We regard our software as proprietary and rely on a combination of copyright, patent, trademark and trade secret laws, employee and third-party nondisclosure agreements, and other methods to protect our proprietary rights. We own or license various copyrights, patents, and trademarks. We are aware that some unauthorized copying occurs, and if a significantly greater amount of unauthorized copying of our software products were to occur, it could cause material harm to our business and financial results.

Policing unauthorized use of our products is difficult, and software piracy is a persistent problem, especially in certain countries. Further, the laws of some countries where our products are or may be distributed either do not protect our products and intellectual property rights to the same extent as the laws of the United States, or are poorly enforced. Legal protection of our rights may be ineffective in such countries. In addition, though we take steps to make the unauthorized copying and distribution of our products more difficult, as do the manufacturers of consoles on which the majority of our games are played, our efforts and those of the console manufacturers may not be successful in controlling the piracy of our products. Organized pirate operations have been expanding globally. In addition, the proliferation of technology designed to circumvent the protection measures used in our products, the availability of broadband access to the Internet, the ability to download pirated copies of our games from various Internet sites and peer-to-peer networks, and the widespread proliferation of Internet cafes using pirated copies of our products, all have contributed to an expansion in piracy. This could have a negative effect on our growth and profitability in the future.

Moreover, as we leverage our software products using technologies such as the Internet and online services, and as user-generated content increases, our ability to protect our intellectual property rights and to avoid infringing intellectual property rights of others may diminish. We cannot be certain that existing intellectual property laws will provide adequate protection for our products in connection with these emerging technologies.

***Data breaches involving the source code for our products or customer or employee data we store could adversely affect our reputation and revenue.***

We store the source code for our interactive entertainment software products as it is created on multiple electronic devices. In addition, we store confidential information with respect to our customers and employees. A breach of the systems on which such source code, account information (including personally identifiable information) and other sensitive data is stored could lead to piracy of our software or fraudulent activity resulting in claims and lawsuits against us in connection with data security breaches. If we are subject to data security breaches, we may have a loss in sales or be forced to pay damages or other amounts, which could materially and adversely affect profitability. In addition, any damage to our reputation resulting from a data breach could have a material adverse impact on either revenue and future growth prospects, or increased costs arising from the implementation of additional security measures.

***We may be subject to intellectual property claims.***

As the number of interactive entertainment software products increases and the features and content of these products continue to overlap, software developers increasingly may become subject to infringement claims. Many of our products are highly realistic and feature materials that are based on real world examples, which may be the subject of intellectual property infringement claims of others. In addition, our products often utilize complex, cutting edge technology that may become subject to emerging intellectual property rights of others. Although we believe that we make reasonable efforts to ensure that our products do not violate the intellectual property rights of others, it is possible that third

parties still may claim infringement. From time to time, we receive communications from third parties regarding such claims. Existing or future infringement claims against us, whether valid or not, may be time consuming, distracting to management and expensive to defend.

Intellectual property litigation or claims could force us to do one or more of the following:

- cease selling, incorporating, or using products or services that incorporate the challenged intellectual property;
- obtain a license from the holder of the infringed intellectual property, which if available at all, may not be available on commercially favorable terms; or
- redesign the affected interactive entertainment software products or hardware peripherals, which could result in additional costs, delay introduction and possibly reduce commercial appeal of the affected products.

Any of these actions may cause material harm to our business and financial results.

***Our products are subject to ratings by the Entertainment Software Rating Board and similar agencies. Failure to obtain our target ratings for our products could negatively impact our sales.***

The Entertainment Software Rating Board, or ESRB, is a self-regulatory body in the U.S. which provides consumers of interactive entertainment software with ratings information, including information relating to violence, nudity, or sexual content contained in software titles. Certain countries other than the U.S. have also established similar rating systems as prerequisites for product sales in those countries. In some instances, we may be required to modify our products to comply with the requirements of the rating systems, which could delay or disrupt the release of any given product, or may prevent its sale altogether in certain territories. The relevant ESRB ratings include "Everyone" (age 6 and older), "Everyone 10+" (age 10 and older), "Teen" (age 13 and over), or "Mature" (age 17 and over). Certain of our titles have received a "Mature" rating. None of our titles has received the "Adults Only" rating (18 and over). We believe that we comply with rating systems and properly display the ratings and content descriptions received for our titles. If we are unable to obtain the ratings we have targeted for our products as a result of changes in the ESRB's ratings standards or for other reasons, including the adoption of legislation in this area, our business and prospects could be negatively affected.

***Our business, products, and distribution are subject to increasing regulation of content in key territories. If we do not successfully respond to these regulations, our business may suffer.***

Legislation is continually being introduced that may affect both the content and the distribution of our products. For example, privacy laws in the United States and Europe impose various restrictions on the collection and storage of personal information. Those laws and regulations vary by territory. In addition, many foreign countries have laws that permit governmental entities to censor the content and/or advertising of interactive entertainment software. Other countries, such as Germany, prohibit certain types of content.

In the United States, numerous laws have been introduced at the federal and state level which attempt to restrict the content of games or the distribution of such products. For example, legislation has been adopted in several states, and proposed at the federal level, that prohibits the sale of certain games (*e.g.*, violent games or those with "M (Mature)" or "AO (Adults Only)" ratings) to minors. In addition, a number of state legislative bodies in states such as Illinois, California, Michigan, and Washington have introduced various forms of legislation designed to regulate and control sales of video games deemed inappropriate for sales to minors. Some argue that there is a link between video games and violence, which may lead to increased pressure for legislative activity. To date, most courts that have ruled on such legislation have ruled in a manner favorable to the interactive entertainment industry. But in the event such legislation is adopted and enforced, the sales of our products may be

harmful because the products we are able to offer to our customers and the size of the potential market for our products may be limited. We may also be required to modify certain products or alter our marketing strategies to comply with new and possibly inconsistent regulations, which could be costly or delay the release of our products.

***If one or more of our titles were found to contain objectionable undisclosed content, our business could suffer.***

Throughout the history of the interactive entertainment industry, many video games have been designed to include certain hidden content and gameplay features that are accessible through the use of in-game cheat codes or other technological means that are intended to enhance the gameplay experience. However, in some cases, undisclosed content or features have been found in other publishers' interactive entertainment software products. In a few cases, the ESRB has reacted to discoveries of undisclosed content and features by changing the rating that was originally assigned to the product, requiring the publisher to change the game and/or game packaging and/or fining the publisher. Retailers have on occasion reacted to the discovery of such undisclosed content by removing these games from their shelves, refusing to sell them, and demanding that their publishers accept them as product returns. Likewise, interactive entertainment software consumers have reacted to the revelation of undisclosed content by refusing to purchase such games, demanding refunds for games they have already purchased, refraining from buying other games published by the company whose game contained the objectionable material, and, in at least one occasion, filing a lawsuit against the publisher of the product containing such content.

We have implemented preventive measures designed to reduce the possibility of objectionable undisclosed content from appearing in the video games we publish. Nonetheless, these preventive measures are subject to human error, circumvention, overriding, and reasonable resource constraints. If a video game we published were found to contain undisclosed content, the ESRB could demand that the game be recalled and its packaging changed to reflect a revised rating, retailers could refuse to sell it and demand the acceptance of returns of any unsold copies or returns from customers, and/or consumers could refuse to buy it, demand refunds or file lawsuits against us. This could have a material negative impact on operating results and financial condition. In addition, our reputation could be harmed, which could impact sales of our other video games. If any of these consequences were to occur, our business and financial performance could be significantly harmed.

***Our products may be subject to legal claims.***

In prior fiscal years, at least two lawsuits have been filed against numerous video game companies, including against us, by the families of victims who were shot and killed by teenage gunmen in attacks perpetrated at schools. These lawsuits alleged that the video game companies manufactured and/or supplied these teenagers with violent video games, teaching them how to use a gun and causing them to act out in a violent manner. These lawsuits have been dismissed. Similar additional lawsuits may be filed in the future. Although, our general liability insurance carrier agreed to defend prior lawsuits of this nature against us, it is uncertain whether our insurance carrier would do so in the future, or if such insurance carriers would cover all or any amounts for which we might be liable if such future lawsuits are not decided in our favor. If such future lawsuits are filed and ultimately decided against us and our insurance carrier does not cover the amounts for which we may be liable, it could have a material adverse effect on our business and financial results. Payment of significant claims by insurance carriers may make such insurance coverage materially more expensive or unavailable in the future, thereby exposing us to additional risk.

***Our business is subject to risks and uncertainties of international trade.***

We conduct business throughout the world, and derive a substantial amount of revenue from international trade, particularly from Europe and Australia. Revenues outside of North America have accounted for 39%, 50% and 52% of our consolidated net revenues in fiscal 2008, 2007 and 2006,

respectively. We expect that international revenues will continue to account for a significant portion of total revenues in the future.

We are subject to risks inherent in foreign trade, including increased tariffs and duties, fluctuations in currency exchange rates, shipping delays, and international political, regulatory and economic developments, all of which may impact our operating margins or make it more difficult, if not impossible, for us to conduct business in foreign markets.

For example, a deterioration in relations between the U.S. and any country in which we have significant operations or sales could result in the adoption or expansion of trade restrictions that harm our business and operating results, as could the implementation of government regulations in a country in which we have significant operations or sales.

If government regulations or restrictions prevent us from repatriating internationally derived revenue into the U.S., or a country's tax structure makes repatriation prohibitively expensive, we may not transfer this revenue into the U.S., which could affect our ability to reinvest or utilize such amounts in our business.

In addition, cultural differences may affect consumer preferences and limit the popularity of titles that are "hits" in the United States. If we do not correctly assess consumer preferences in the countries in our market, our sales and revenue may be lower than expected.

***Fluctuations in currency exchange rates may have a negative impact on our business.***

We transact business in various currencies other than the U.S. dollar and have significant international sales and expenses denominated in currencies other than the U.S. dollar, subjecting us to currency exchange rate risks. We have engaged in limited currency hedging activities and, while these hedging activities mitigate some currency exchange rate risks, our reported revenues from international sales and licensing, and thus our results of operations and financial condition would be adversely affected by unfavorable movements in currency exchange rates.

**Other Risks Relating to Our Business and Ownership of Our Stock**

***We seek to manage our business with a view to achieving long-term results, and this could have a negative effect on short-term trading.***

We focus on creation of shareholder value over time, and we intend to make decisions that will be consistent with this long-term view. As a result, some of our decisions, such as whether to make or discontinue operating investments, manage our balance sheet and capital structure, or pursue or discontinue strategic initiatives, may be in conflict with the objectives of short-term traders. Further, this could adversely affect our quarterly or other short-term results of operations.

***We may face limitations on our ability to find suitable acquisition opportunities or to integrate additional acquired businesses.***

We intend to pursue additional acquisitions of companies, properties, and other assets that can be purchased or licensed on acceptable terms and which we believe can be operated or exploited profitably. Some of these transactions could be material in size and scope. Although we continue to search for additional acquisition opportunities, we may not be successful in identifying suitable acquisitions. As the interactive entertainment software industry continues to consolidate, we face significant competition in seeking and consummating acquisition opportunities. We may not be able to consummate potential acquisitions or an acquisition may not enhance our business or may decrease rather than increase our earnings. In the future, we may issue additional shares of our common stock in connection with one or more acquisitions, which may dilute our existing shareholders. Future acquisitions could also divert substantial management time and result in short-term reductions in earnings or special transaction, ongoing goodwill amortization or other charges. In addition, we cannot

guarantee that we will be able to successfully integrate the businesses that we may acquire into our existing business. Our shareholders may not have the opportunity to review, vote on, or evaluate future acquisitions.

From time to time, we may make a capital investment and hold a minority interest in a third-party developer in connection with interactive entertainment software products to be developed by such developer for us, which we believe helps to create a closer relationship between us and the developer. We account for those capital investments over which we have the ability to exercise significant influence using the equity method. For those investments over which we do not have the ability to exercise significant influence, we account for our investment using the cost method. There can be no assurance that we will realize long-term benefits from such investments or that we will continue to carry such investments at their current value.

***Our shareholder rights plan, charter documents, and other agreements may make it more difficult to acquire us without the approval of our Board of Directors.***

We have adopted a shareholder rights plan under which one right entitles the holder to purchase one six-hundredths of a share of our Series A Junior Preferred Stock, as adjusted on account of stock dividends made since the plan's adoption (as so adjusted, one-hundredths (1/100) of a share), at an exercise price of \$6.67 per share, as adjusted on account of stock dividends made since the plan's adoption (as so adjusted, \$1.11 per share) is attached to each outstanding share of common stock. Such rights only become exercisable if a person or group acquires 15% or more of our common stock (or announces or commences an offer which would result in their owning 15% of the stock) and if such an acquisition occurs, generally each holder of a right may exercise that right for a number of shares of our common stock having a value equal to two times the then-current exercise price of the right (which would currently be \$2.22) in lieu of shares of Series A Junior Preferred Stock. This plan therefore makes an acquisition of control in a transaction not approved by our Board of Directors more difficult. The rights plan was amended in connection with the proposed transaction with Vivendi to provide that such transaction will not trigger the rights under the plan and will terminate if and when the transaction is consummated, extinguishing all rights thereunder. However, until such time as the transaction closes the rights plan continues to make it difficult for a company to acquire us without approval of our Board of Directors. In addition, our Amended and Restated By-laws have advance notice provisions for nominations for election of nominees to the Board of Directors which may make it more difficult to acquire control of us. Our long-term incentive plans provide, in the discretion of a committee, for acceleration of stock options following a change in control under certain circumstances, which has the effect of making an acquisition of control more expensive. In addition, some of our officers have severance compensation agreements that provide for substantial cash payments or the acceleration of other benefits in the event of a change in control. These agreements and arrangements may also inhibit a change in control.

***Historically, our stock price has been highly volatile.***

The trading price of our common stock has been and could continue to be subject to wide fluctuations in response to many factors, including:

- quarter to quarter variations in our results of operations;
- our announcements of new products;
- our competitors' announcements of new products;
- our product development or release schedule;
- general conditions in the computer, software, entertainment, media or electronics industries, and in the economy;

- the timing of the introduction of new platforms and delays in the actual release of new platforms;
- our hardware manufacturers' announcements of price changes in hardware platforms;
- consumer spending trends;
- the outcome of lawsuits or regulatory investigations in which we are involved;
- changes in earnings estimates or buy/sell recommendations by analysts; and
- investor perceptions and expectations regarding products, plans and strategic position, and those of our competitors and customers.

In addition, the public stock markets may experience extreme price and trading volume volatility, particularly in high technology sectors of the market. This volatility has significantly affected the market prices of securities of many technology companies for reasons often unrelated to the operating performance of the specific companies. These broad market fluctuations may adversely affect the market price of our common stock.

***Changes in our tax rates or exposure to additional tax liabilities could adversely affect our operating results and financial condition.***

We are subject to income taxes in the United States and in various other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and, in the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are required to estimate future taxes. Although we currently believe our tax estimates are reasonable, the estimate process is inherently uncertain, and such estimates are not binding on tax authorities. Our effective tax rate could be adversely affected by changes in our business, including the mix of earnings in countries with differing statutory tax rates, changes in our tax elections, changes in applicable tax laws as well as other factors. Further, tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Should our ultimate tax liability exceed estimates, our income tax provision and net income could be materially affected.

We are also required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property, and goods and services taxes, in both the United States and various other jurisdictions. Tax authorities regularly examine these non-income taxes. There can be no assurance that the outcomes from these examinations, changes in our business or changes in applicable tax rules will not have an adverse effect on our operating results and financial condition.

***SEC investigation and litigation relating to stock options remain pending and may adversely affect our business and results of operations.***

Although the special subcommittee of independent members of our board of directors established in July 2006 to review our historical stock option granting practices, which we refer to as the special subcommittee, has completed its review of those practices and our stock option grants made in the period between 1992 and 2006, and although we have made to the SEC Staff an offer of settlement of the SEC's formal investigation relating to our stock option granting practices, which the SEC Staff has indicated it is prepared to recommend to the SEC, and have agreed to a settlement of the derivative litigation against us and certain of our current and former directors and officers, the settlement with the SEC remains subject to final documentation and then approval by the Commission and the settlement of the derivative litigation remain subject to final court approval. We believe that we have taken appropriate action by restating our financial statements through the fiscal year ended March 31, 2006, as filed in our amended Annual Report on Form 10-K/A on May 25, 2007, and made appropriate disclosures for matters relating to stock options. If, however, the pending settlements are not approved,

the SEC could institute enforcement action seeking other or additional relief or the court in the derivative actions could make findings disagreeing with the findings of the special subcommittee or with the manner in which we have accounted for and reported, or not reported, the financial impact of past option grant measurement date errors. If so, we could be required to further restate our prior financial statements, further amend our filings with the SEC, or take other actions not currently contemplated. In addition, additional proceedings would be likely to result in additional legal expense that may affect our results in future periods, and may also result in diversion of management attention and other resources, as well as fines, penalties, damages and other sanctions against the company or individual directors and officers. These eventualities could materially and adversely affect our business and results of operations. We cannot currently predict the ultimate outcome of these proceedings.

***Our investments in auction rate securities are subject to risks that may have an adverse effect on our liquidity.***

As of March 31, 2008, the par value of our investment in auction rate securities was \$95.2 million, or approximately 6%, of our cash, cash equivalents and investments, and the fair value of these securities was estimated to be \$90.9 million, or \$4.3 million below par. The change in fair value was recorded as a component of comprehensive income (loss) in the consolidated statement of changes in shareholders' equity, as the decline in fair value is not considered to be "other-than-temporary". The auction rate securities we currently hold are all long term debt obligations secured by student loans, and they carry a "AAA" credit rating—the highest rating given to securities—by a nationally recognized rating agency.

Liquidity for these auction rate securities is typically provided by an auction process which allows holders to sell their notes and resets the applicable interest rate at pre-determined intervals, usually every 7 to 35 days. Each of the auction rate securities in our investment portfolio as of March 31, 2008 has experienced a failed auction. There is no assurance that future auctions for these securities will succeed. An auction failure means that the parties wishing to sell their securities could not be matched with an adequate volume of buyers. In the event that there is a failed auction, the indenture governing the security requires the issuer to pay interest at a contractually defined rate that is generally above market rates for other types of similar short-term instruments. The securities for which auctions have failed will continue to earn interest at the contractual rate and be auctioned every 7 to 35 days until the auction succeeds, the issuer calls the securities or they mature. As a result, our ability to liquidate and fully recover the carrying value of our auction rate securities in the near term may be limited or not exist. All of our investments were classified as short-term as of December 31, 2007, because such securities were reasonably expected to be realized in cash or sold or consumed during the normal operating cycle of the business, however we have classified these securities as non-current investments in our consolidated financial statements as of March 31, 2008 due to uncertainties of the timing of liquidation.

If the issuers of these auction rate securities are unable to successfully close future auctions, their credit ratings deteriorate and we determine that an "other-than-temporary" decline in fair market value has occurred, we may in the future be required to record an impairment charge on these investments. We believe we will be able to liquidate our investment without significant loss, and we currently believe these securities are not significantly impaired, primarily due to the government guarantee of a substantial portion of the underlying loans, however, it could take until the final maturity of the underlying notes (up to 39 years) to realize our investments' par value. Based on our other available cash and expected operating cash flows and financing, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan or to consummate the proposed post-closing self tender offer described in Note 20 of the Notes to Consolidated Financial Statements included in Item 8. Additionally, we have received indications from certain lenders that we may borrow against the par value of the securities at competitive rates.

**Item 1B. UNRESOLVED STAFF COMMENTS**

None.

## Item 2. PROPERTIES

Our principal corporate and administrative offices are located in approximately 122,200 square feet of leased space in a building located at 3100 Ocean Park Boulevard, Santa Monica, California 90405. The following is a listing of the principal offices maintained by us:

PROPERTY	LOCATION	SQ FT	OWNERSHIP	LEASE EXPIRATION
Corporate Offices	Santa Monica, CA, USA	122,200	Lease	December 2010
<b>Product Development &amp; Publishing Facilities (Publishing Segment)</b>				
Activision Canada	Ontario, Canada	2,400	Lease	October 2012
Beenox, Inc.	Quebec City, Quebec, Canada	18,500	Lease	August 2008 + January 2010
Bizarre Creations	Merseyside, UK	24,000	Lease	June 2020
China	Shanghai, China	1,400	Lease	Month to Month + June 2008
DemonWare	Dublin, Ireland	11,194	Lease	June 2027
DemonWare	Vancouver, BC, Canada	400	Lease	June 2008
Infinity Ward, Inc.	Encino, CA, USA	35,300	Lease	October 2012
Luxoflux, Inc.	Santa Monica, CA, USA	14,800	Lease	January 2009
Motion Capture Studio	Los Angeles, CA, USA	11,500	Lease	March 2009
Neversoft Entertainment, Inc.	Woodland Hills, CA, USA	53,300	Lease	September 2014
Quality Assurance	Quebec City, Quebec, Canada	6,200	Lease	July 2008 + August 2008
Raven Studios	Middleton, WI, USA	35,300	Lease	June 2015
RedOctane	Chennai, India	6,500	Lease	July 2008 + February 2009
Shaba Games, Inc.	San Francisco, CA, USA	23,300	Lease	February 2013
Toys For Bob, Inc.	Novato, CA, USA	11,800	Lease	October 2012
Treyarch Corporation	Santa Monica, CA, USA	56,200	Lease	November 2009
Vicarious Visions, Inc.	Menands, NY, USA	37,100	Lease	March 2016
Underground	Foster City, CA, USA	24,000	Lease	February 2009
Amsterdam Publishing	Amsterdam, the Netherlands	4,000	Lease	June 2012
Australia Publishing	Sydney, Australia	7,300	Lease	June 2012
France Publishing	Paris, France	5,600	Lease	August 2016
Italy Publishing	Legnano, Italy	4,700	Lease	March 2013
Japan Publishing	Tokyo, Japan	2,200	Lease	March 2009
Korea Publishing	Seoul, South Korea	1,700	Lease	August 2008
Nordic Publishing	Stockholm, Sweden	3,500	Lease	July 2010
RedOctane	Mountain View, CA, USA	13,900	Lease	October 2012
Spain Publishing	Madrid, Spain	3,400	Lease	April 2009
United Kingdom Publishing	Stockley Park, UK	15,000	Lease	September 2015
Value Publishing	Eden Prairie, MN, USA	14,000	Lease	May 2008
<b>Distribution Facilities (Distribution Segment)</b>				
German Distribution	Burglengenfeld, Germany	43,100	Own	N/A
Netherlands Distribution-warehouse	Venlo, the Netherlands	44,600	Own	N/A
United Kingdom Distribution	Birmingham, UK	415,000	Lease	May 2011-2018

Our publishing operations additionally lease facilities in Arkansas, Canada, Minnesota, New York, and Texas for purposes of sales and branch offices.

## Item 3. LEGAL PROCEEDINGS

On February 8, 2008, the Wayne County Employees' Retirement System filed a lawsuit challenging the transactions contemplated by the business combination agreement, dated as of December 1, 2007, among us, a wholly owned subsidiary of ours established in connection with the proposed transaction, Vivendi, S.A., Vivendi Games, Inc., a wholly owned subsidiary of Vivendi, S.A., and VGAC, a wholly owned subsidiary of Vivendi, S.A., and the sole stockholder of Vivendi Games, Inc. The suit is a putative class action filed against the parties to that business combination agreement as well as certain members of our Board of Directors. The plaintiff alleges, among other things, that our directors named therein failed to fulfill their fiduciary duties with regard to the transactions by "surrendering" the negotiating process to "conflicted management," that those breaches were aided and abetted by Vivendi, S.A., and those of its subsidiaries named in the complaint, and that a preliminary proxy

statement contains certain statements that the plaintiff alleges are false and misleading. The plaintiff seeks an order from the court that, among other things, certifies the case as a class action, enjoins the transaction, requires the defendants to disclose all material information, declares that the transaction is in breach of the directors' fiduciary duties and therefore unlawful and unenforceable, awards the plaintiff and the putative class damages for all profits and special benefits obtained by the defendant in connection with the transaction and tender offer, and awards the plaintiff its cost and expense, including attorney's fees.

In a ruling on March 12, 2008, the court initially declined to schedule a preliminary injunction hearing or allow broad discovery, pending the Company's filing of a revised preliminary proxy statement in connection with the proposed transactions. The court did order the parties to initiate discovery of core documents, and the Company made an initial production of documents. On March 7, 2008, the Company filed a motion to dismiss the complaint, the grounds for which were detailed in a brief filed on April 30, 2008. On April 30, 2008, the Company also filed a motion to stay discovery in the case pending a ruling on the motion to dismiss. Separately, on March 6, 2008, Vivendi, S.A., and those of its subsidiaries named in the complaint filed a motion to dismiss the sole claim alleged against them.

On May 8, 2008, the plaintiff filed an amended complaint that, among other things, added allegations relating to a revised preliminary proxy statement filed by the Company on April 30, 2008. That same date, the plaintiff also renewed its motion for expedited proceedings. On May 13, 2008, the Company moved to dismiss the amended complaint. On May 14, 2008, Vivendi and its subsidiaries named in the amended complaint also moved to dismiss. On May 22, 2008, the court scheduled a combined hearing for June 30, 2008 on the plaintiff's motion for a preliminary injunction and the defendants' motions to dismiss, but withheld a ruling on the plaintiff's motion for expedited discovery, pending further briefing. On May 28, 2008, the court ordered that expedited discovery proceed as to certain claims and that final briefing on the motions to be heard on June 30, 2008 be filed with the court on June 27, 2008.

In July 2006, individuals and/or entities claiming to be our stockholders filed derivative lawsuits, purportedly on our behalf, against certain current and former members of our Board of Directors as well as several of our current and former officers. Three derivative actions have been filed in Los Angeles Superior Court: *Vazquez v. Kotick, et al.*, L.A.S.C. Case No. BC355327 (filed July 12, 2006); *Greuer v. Kotick, et al.* L.A.S.C. Case No. SC090343 (filed July 12, 2006); and *Amalgamated Bank v. Baker, et al.*, L.A.S.C. Case No. BC356454 (filed August 3, 2006). These actions have been consolidated by the court under the caption *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Master File No. SC090343 (West, J.). Four derivative actions have been filed in the United States District Court for the Central District of California: *Pfeiffer v. Kotick, et al.*, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (filed July 31, 2006), *Hamian v. Kotick, et al.*, C.D. Cal. Case No. CV06-5375 MRP (JLTx) (filed August 25, 2006) *Abdelnur vs. Kotick et al.*, C.D. Cal. Case No. CV07-3575 AHM (PJWx) (filed June 1, 2007), and *Scarborough v. Kotick et al.*, C.D. Cal. Case No. CV07-4602 SVW (PLAx) (filed July 18, 2007). These actions have also been consolidated, under the caption *In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (Pfaelzer, J.). The consolidated complaints allege, among other things, purported improprieties in our issuance of stock options. Plaintiffs seek various relief on our behalf, including damages, restitution of benefits obtained from the alleged misconduct, equitable relief, including an accounting and rescission of option contracts; and various corporate governance reforms. We expect that defense expenses associated with the matters will be covered by our directors and officers insurance, subject to the terms and conditions of the applicable policies.

On or about December 4, 2007, we, the plaintiffs, and certain of our current and former officers and directors notified the court in the federal action that we had reached agreement in principle to settle the shareholder derivative litigation pending against such current and former directors and officers of ours. On January 17, 2008, the parties amended that agreement to, among other things,

include the plaintiffs in the state court action as parties thereto. The nonbinding agreement in principle was subject, among other things, to the negotiation of a binding definitive settlement agreement addressing all settlement terms, as well as to further approval by the parties and the court.

Effective as of May 8, 2008, the parties signed a Stipulation of Settlement with respect to these matters. In entering into the Stipulation of Settlement, neither we nor any of the settling parties has admitted to any liability or wrongdoing. Under the terms of the Stipulation of Settlement, which is subject to court approval, we will adopt, implement and/or maintain certain corporate governance and internal control measures, relating principally to the following: board composition, structure and practices, director independence standards, stock ownership and compensation, and education; shareholder proposal evaluation process; nomination procedures for shareholder-nominated directors; shareholder meeting procedures; executive compensation policies and procedures; insider trading controls; and stock option granting procedures. We have agreed to keep these measures in place for a period of three years, subject to certain exceptions. The Stipulation of Settlement also addresses matters relating to the agreements by certain of our current and former directors and officers to reimburse the Company in connection with the receipt of options that required measurement date corrections. In the case of options already exercised, the agreements allowed reimbursement to be made either by cancellation of vested but unexercised options with a value equivalent to the additional exercise price or by payment of additional exercise price. In the case of options not yet exercised, the exercise price to be paid upon future exercise of those options is increased. In the aggregate, settling defendants have elected to cancel options to acquire approximately 800,000 shares of our common stock and have agreed to increases in the exercise prices of approximately 16.1 million options. In addition, the Stipulation of Settlement provides for us to pay \$10,000,000 to plaintiffs' attorneys for their fees and expenses, subject to court approval of such fees and expenses and subject to our reservation of all rights against our D&O insurance carriers, reinsurers and co-insurers. The Stipulation of Settlement provides that plaintiffs' attorneys will also be entitled to 15% (up to \$750,000) of any payment made by our insurance carriers to us in connection with the settlement. We have not reached agreements with our insurers related to the settlement. The stipulation also provides for the forgiveness of approximately \$2.3 million in legal fees previously billed to us by former outside corporate counsel.

The Stipulation of Settlement was filed in federal court on May 12, 2008 and was preliminarily approved by the U.S. District Court for the Central District of California by order dated May 13, 2008 and entered on May 14, 2008. The settlement is subject to final court approval after notice and a hearing at which shareholders will have the opportunity to object, which is currently scheduled to be held on July 21, 2008. The court will then decide whether to approve the settlement as fair, adequate and in the best interest of our stockholders. While we believe that the settlement meets these criteria, there can be no guarantee that the settlement will receive the required court approval. If final approval is granted, all claims against all defendants in the litigation will be dismissed with prejudice, and all claims that were or could have been brought by any derivative plaintiff, and all claims that arise from or relate to the matters or occurrences that were or could have been alleged in the federal and state derivative actions, will be fully, finally and forever released. The individual settling defendants make no admission of wrongdoing under the Stipulation of Settlement, and they have denied (and continue to deny) all charges of wrongdoing and liability and each and all of the claims and contentions alleged in the derivative actions.

On July 24, 2006, we received a letter of informal inquiry from the SEC requesting certain documents and information relating to our historical stock option grant practices. Thereafter, in early June 2007, the SEC issued a formal order of non-public investigation, pursuant to which it subpoenaed documents from us related to the investigation, and testimony and documents from certain current and former directors, officers and employees of ours. The Company has made an offer of settlement to the Staff of the SEC, which the SEC Staff has indicated it is prepared to recommend to the SEC. The tentative settlement of the SEC's investigation, which would allege violations of various provisions of the Federal securities laws, is subject to agreement on the specific language of the settlement

documents, and then to review and approval by the SEC. There can be no assurance that a final settlement will be approved. In connection with the proposed settlement, the Company would not be required to pay a monetary penalty. Under the proposed settlement, the Company would settle this matter without admitting or denying the SEC's findings.

In addition, we are party to other routine claims and suits brought by us and against us in the ordinary course of business, including disputes arising over the ownership of intellectual property rights, contractual claims, employment laws, regulations and relationships, and collection matters. In the opinion of management, after consultation with legal counsel, the outcome of such routine claims and lawsuits will not have a material adverse effect on our business, financial condition, results of operations, or liquidity.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

PART II

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is quoted on the NASDAQ National Market under the symbol "ATVI."

The following table sets forth for the periods indicated the high and low reported sale prices for our common stock. As of May 20, 2008, there were approximately 2,045 holders of record of our common stock.

	<u>High</u>	<u>Low</u>
<i>Fiscal 2007</i>		
First Quarter ended June 30, 2006	\$ 15.11	\$ 10.71
Second Quarter ended September 30, 2006	16.00	10.47
Third Quarter ended December 31, 2006	18.19	14.22
Fourth Quarter ended March 31, 2007	19.20	16.05
<i>Fiscal 2008</i>		
First Quarter ended June 30, 2007	\$ 21.43	\$ 18.16
Second Quarter ended September 30, 2007	21.91	16.94
Third Quarter ended December 31, 2007	29.87	18.81
Fourth Quarter ended March 31, 2008	29.76	25.11

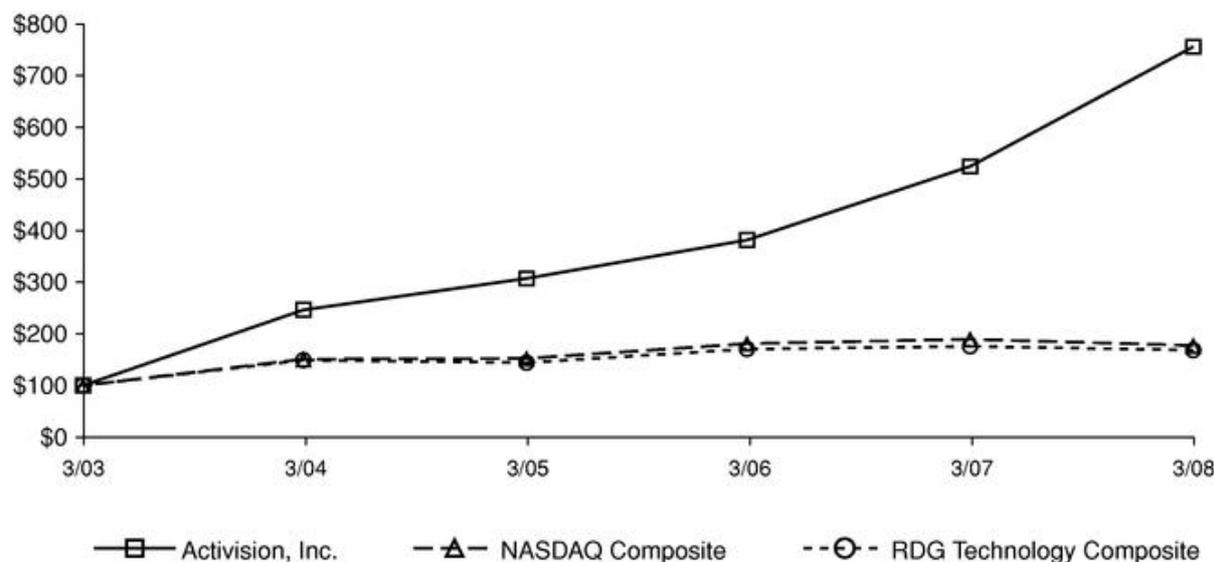
On May 20, 2008, the last reported sales price of our common stock was \$32.68.

## Stock Performance Graph

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act of or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Activision, Inc. under the Exchange Act or the Securities Act of 1933, as amended.

The graph below compares the cumulative 5-year total return of holders of Activision, Inc.'s common stock with the cumulative total returns of the NASDAQ Composite index and the RDG Technology Composite index. The graph tracks the performance of a \$100 investment in our common stock and in each of the indexes (with the reinvestment of all dividends) from March 31, 2003 to March 31, 2008. We have never paid cash dividends on our common stock and have no present plans to do so.

### COMPARISON OF 5 YEARS CUMULATIVE TOTAL RETURN\* Among Activision, Inc., The NASDAQ Composite Index And The RDG Technology Composite Index



\* \$100 invested on March 31, 2003 in stock or index-including reinvestment of dividends.  
Fiscal year ending March 31,

	2003	2004	2005	2006	2007	2008
<b>Activision, Inc.</b>	<b>100.00</b>	<b>246.33</b>	<b>307.27</b>	<b>381.73</b>	<b>524.29</b>	<b>755.99</b>
<b>NASDAQ Composite</b>	<b>100.00</b>	<b>151.01</b>	<b>152.38</b>	<b>181.06</b>	<b>177.49</b>	<b>177.49</b>
<b>RDG Technology Composite</b>	<b>100.00</b>	<b>149.02</b>	<b>144.21</b>	<b>170.59</b>	<b>175.88</b>	<b>168.47</b>

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

## Cash Dividends

We paid no cash dividends in our fiscal years 2008 or 2007 nor do we anticipate paying any cash dividends at any time in the foreseeable future. We expect that earnings will be retained for the continued growth and development of the business. Future dividends, if any, will depend upon our earnings, financial condition, cash requirements, future prospects, and other factors deemed relevant by our Board of Directors.

## *Stock Splits*

In April 2003, the Board of Directors approved a three-for-two split of our outstanding common shares effected in the form of a 50% stock dividend. The split was paid on June 6, 2003 to shareholders of record as of May 16, 2003. In February 2004, the Board of Directors approved a second three-for-two split of our outstanding common shares effected in the form of a 50% stock dividend. The split was paid on March 15, 2004 to shareholders of record as of February 23, 2004. In February 2005, the Board of Directors approved a four-for-three split of our outstanding common shares effected in the form of a 33<sup>1</sup>/<sub>3</sub>% stock dividend. The split was paid on March 22, 2005 to shareholders of record as of March 7, 2005. In September 2005, the Board of Directors approved a four-for-three split of our outstanding common shares effected in the form of a 33<sup>1</sup>/<sub>3</sub>% stock dividend. The split was paid October 24, 2005 to shareholders of record as of October 10, 2005. The par value of our common stock was maintained at the pre-split amount of \$.000001. All share and per share data have been restated as if the stock splits had occurred as of the earliest period presented.

On March 7, 2005, in connection with our March 22, 2005 stock split, all shares of common stock held as treasury stock were formally cancelled and restored to the status of authorized but unissued shares of common stock.

## *Buyback Program*

During fiscal 2003, our Board of Directors authorized a buyback program under which we can repurchase up to \$350.0 million of our common stock. Under the program, shares may be purchased as determined by management, from time to time and within certain guidelines, in the open market or in privately negotiated transactions, including privately negotiated structured stock repurchase transactions and through transactions in the options markets. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time or from time to time without prior notice.

Under the buyback program, we did not repurchase any shares of our common stock in the fiscal years ended March 31, 2008, 2007, 2006 or 2005. We repurchased approximately 3.4 million shares of our common stock for \$12.4 million in the fiscal year ended March 31, 2004. In addition, approximately 3.1 million shares of common stock were acquired in the fiscal year ended March 31, 2004 as a result of the settlement of \$10.0 million of structured stock repurchase transactions entered into in fiscal 2003. As of March 31, 2008, we had no outstanding structured stock repurchase transactions. Structured stock repurchase transactions are settled in cash or stock based on the market price of our common stock on the date of the settlement. Upon settlement, we either have our capital investment returned with a premium or receive shares of our common stock, depending, respectively, on whether the market price of our common stock is above or below a pre-determined price agreed in connection with each such transaction.

## *Shareholders' Rights Plan*

On April 18, 2000, our Board of Directors approved a shareholders rights plan (the "Rights Plan.") Under the Rights Plan, each common shareholder at the close of business on April 19, 2000 received a dividend of one right for each share of common stock held. Each right represents the right to purchase one six-hundredths (<sup>1</sup>/<sub>600</sub>) of a share, as adjusted on account of stock dividends made since the plan's adoption, of our Series A Junior Preferred Stock at an exercise price of \$6.67, as adjusted on account of stock dividends made since the plan's adoption. Initially, the rights are represented by our common stock certificates and are neither exercisable nor traded separately from our common stock. The rights will only become exercisable if a person or group acquires 15% or more of the common stock of Activision, or announces or commences a tender or exchange offer which would result in the bidder's beneficial ownership of 15% or more of our common stock.

In the event that any person or group acquires 15% or more of our outstanding common stock, each holder of a right (other than such person or members of such group) will thereafter have the right to receive upon exercise of such right, in lieu of shares of Series A Junior Preferred Stock, the number of shares of common stock of Activision having a value equal to two times the then current exercise price of the right. If we are acquired in a merger or other business combination transaction after a person has acquired 15% or more of our common stock, each holder of a right will thereafter have the right to receive upon exercise of such right a number of the acquiring company's common shares having a market value equal to two times the then current exercise price of the right. For persons who, as of the close of business on April 18, 2000, beneficially own 15% or more of the common stock of Activision, the Rights Plan "grandfathers" their current level of ownership, so long as they do not purchase additional shares in excess of certain limitations.

We may redeem the rights for \$0.01 per right at any time until the first public announcement of the acquisition of beneficial ownership of 15% of our common stock. At any time after a person has acquired 15% or more (but before any person has acquired more than 50%) of our common stock, we may exchange all or part of the rights for shares of common stock at an exchange ratio of one share of common stock per right. The rights expire on April 18, 2010.

We amended the Rights Plan concurrent with the execution of the business combination agreement with Vivendi (see Note 20 of the Notes to Consolidated Financial Statements included in Item 8) to provide that (a) the Rights Plan will not be triggered by the business combination agreement or the transaction and (b) the Rights Plan will terminate upon the completion of the transaction and all rights existing under the Rights Plan will be extinguished.

#### Securities Authorized for Issuance under Equity Compensation Plans

Information for our equity compensation plans in effect as of March 31, 2008 is as follows (amounts in thousands, except per share amounts):

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	40,871	\$ 12.68	16,118
Equity compensation plans not approved by security holders	9,581	\$ 2.46	—
<b>Total</b>	<b>50,452</b>		<b>16,118</b>

See Note 14 of the Notes to Consolidated Financial Statements included in Item 8 for the material features of each equity compensation plan that was adopted without security holder approval.

**Item 6. SELECTED CONSOLIDATED FINANCIAL DATA**

The following table summarizes certain selected consolidated financial data, which should be read in conjunction with our Consolidated Financial Statements and Notes thereto and with Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere herein. The selected consolidated financial data presented below as of and for each of the fiscal years in the five-year period ended March 31, 2008 are derived from our Consolidated Financial Statements. The Consolidated Balance Sheets as of March 31, 2008 and 2007 and the Consolidated Statements of Operations and Consolidated Statements of Cash Flows for each of the fiscal years in the three-year period ended March 31, 2008, and the report thereon, are included elsewhere in this Form 10-K (amounts in thousands, except per share data).

	For the fiscal years ended March 31,				
	2008	2007	2006	2005	2004
<b>Statement of Operations Data:</b>					
Net revenues	\$ 2,898,136	\$ 1,513,012	\$ 1,468,000	\$ 1,405,857	\$ 947,656
Cost of sales—product costs	1,240,605	799,587	734,874	658,949	475,541
Cost of sales—intellectual property licenses and software royalties and amortization	404,830	178,478	205,488	185,997	91,606
Income from operations	479,614	73,147	15,226	179,608	104,537
Income before income tax provision	530,868	109,825	45,856	192,700	110,712
Net income	344,883	85,787	40,251	135,057	74,098
Basic earnings per share(1)	1.19	0.31	0.15	0.54	0.31
Diluted earnings per share(1)	1.10	0.28	0.14	0.49	0.29
Basic weighted average common shares outstanding(1)	288,957	281,114	273,177	250,023	236,887
Diluted weighted average common shares outstanding(1)	314,731	305,339	294,002	277,712	258,350
<b>Net Cash Provided By (Used In):</b>					
Operating activities	573,500	27,162	86,007	215,309	67,403
Investing activities	326,291	(35,242)	(85,796)	(143,896)	(170,155)
Financing activities	105,163	27,968	45,088	72,654	117,569
<b>As of March 31,</b>					
	2008	2007	2006	2005	2004
<b>Balance Sheet Data:</b>					
Working capital	\$ 1,423,324	\$ 1,060,064	\$ 922,199	\$ 913,819	\$ 675,796
Cash, cash equivalents and short-term investments	1,449,212	954,849	944,960	840,864	587,649
Capitalized software development and intellectual property licenses	193,337	231,196	147,665	127,340	135,201
Long-term investments	91,215	—	—	—	—
Goodwill	279,161	195,374	100,446	91,661	76,493
Total assets	2,530,673	1,793,947	1,418,255	1,305,919	966,220
Shareholders' equity	1,947,892	1,411,532	1,222,623	1,097,274	830,141

- (1) Consolidated financial information for fiscal years 2005 and 2004 has been restated for the effect of our four-for-three stock split effected in the form of a 33<sup>1</sup>/<sub>3</sub>% stock dividend to shareholders of record as of October 10, 2005, paid October 24, 2005.

## Overview

### Our Business

We are a leading international publisher of interactive entertainment software products. We have built a company with a diverse portfolio of products that spans a wide range of categories and target markets and that are used on a variety of game hardware platforms and operating systems. We have created, licensed, and acquired a group of highly recognizable franchises, which we market to a variety of consumer demographics. Our fiscal 2008 product portfolio includes titles such as *Guitar Hero III: Legends of Rock*, *Guitar Hero II* for the Microsoft Xbox360, *Guitar Hero: Rocks the 80s* for the PS2, *Call of Duty 4: Modern Warfare*, *Spider-Man 3 The Game* ("Spider-Man 3"), *Shrek the Third*, *TRANSFORMERS: The Game*, *Enemy Territory: Quake Wars*, *Tony Hawk's Proving Ground*, *Bee Movie Game*, and *Spider-Man: Friend or Foe*.

Our products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music-based gaming, and strategy. Our target customer base ranges from casual players to game enthusiasts, children to adults, and mass-market consumers to "value" buyers. We currently offer our products primarily in versions that operate on the Sony PlayStation 2 ("PS2"), the Sony PlayStation 3 ("PS3"), the Nintendo Wii ("Wii"), and the Microsoft Xbox360 ("Xbox360") console systems, the Nintendo Dual Screen ("NDS"), and the Sony PlayStation Portable ("PSP") hand-held devices, and the personal computer ("PC"). The installed base for the previous generation of hardware platforms (e.g., the PS2) is significant and the fiscal 2006 release of the Xbox360 and the fiscal 2007 releases of the PS3 and the Wii have further expanded the software market. To take advantage of the growth of the PS3, the Xbox360, and the Wii ("the next-generation platforms"), during fiscal 2008, we increased our presence on the next-generation platforms through the increased number of new released titles on the next-generation platforms. For example, the number of new released titles for the Wii tripled from 5 releases during fiscal 2007 to 15 releases, and we successfully released several major titles for the PS3, the Xbox360 and/or the Wii—*Guitar Hero III: Legends of Rock*, *Call of Duty 4: Modern Warfare*, *Spider-Man 3*, *Shrek the Third*, *TRANSFORMERS: The Game*, and *Tony Hawk's Proving Ground*. Some of these titles are also available on the PS2. Our plan is to continue to build a significant presence on the PS3, the Wii, and the Xbox360 ("the next-generation platforms") by continuing to expand the number of titles released on the next-generation and hand-held platforms while continuing to market to the PS2 platform as long as economically attractive given its large installed base.

Our publishing business involves the development, marketing, and sale of products directly, by license, or through our affiliate label program with certain third-party publishers. In North America, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. We conduct our international publishing activities through offices in the United Kingdom ("UK"), Germany, France, Italy, Spain, the Netherlands, Norway, Sweden, Australia, Canada, South Korea, and Japan. Our products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements, and through our wholly owned European distribution subsidiaries. Our distribution business consists of operations located in the UK, the Netherlands, and Germany that provide logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Our profitability is directly affected by the mix of revenues from our publishing and distribution businesses. Operating margins realized from our publishing business are typically substantially higher than margins realized from our distribution business. Operating margins in our publishing business are affected by our ability to release highly successful or "hit" titles. Though many of these titles have substantial production or acquisition costs and marketing budgets, once a title recoups these costs,

incremental net revenues directly and positively impact our operating margin. Operating margins in our distribution business are affected by the mix of hardware and software sales, with software typically producing higher margins than hardware.

### *Our Focus*

With respect to future game development, we will continue to focus on our "big propositions" products that are backed by strong franchises and high quality development, for which we will provide significant marketing support.

We have focused on establishing and maintaining relationships with talented and experienced software development and publishing teams. In June 2006, we acquired RedOctane, Inc. ("RedOctane"), the publisher of the popular Guitar Hero franchise. The Guitar Hero franchise has set an industry record, surpassing \$1 billion in North America retail sales in 26 months, according to The NPD Group, which is a provider of consumer and retail market research information for a wide range of industries. *Guitar Hero III: Legends of Rock* was the number one best-selling game in dollars in the U.S. and Europe for fiscal 2008, according to The NPD Group, Charttrack and Gfk. We plan on continuing to build on this franchise by investing in the future development of Guitar Hero titles across a variety of platforms. We have also been successful in the first person action categories through the Call of Duty original franchise, which we plan on continuing as a successful long-term franchise. Call of Duty has achieved over \$1 billion life-to-date net revenues in fiscal 2008. *Call of Duty 4: Modern Warfare* ended the fiscal year as the number two best-selling game worldwide in dollars, according to The NPD Group, Charttrack and Gfk. In September 2007, we acquired U.K.-based video game developer Bizarre Creations Limited ("Bizarre Creations"), a leader in the racing category. With more than 10 years of experience in the racing genre, Bizarre Creations developed the innovative multi-million unit selling franchise, Project Gotham Racing for Microsoft, a critically-acclaimed series for the Xbox and Xbox360. Bizarre Creations and its games have won numerous industry awards including: Best Racing Game for *Project Gotham Racing 2* from the British Academy of Film and Television Arts (BAFTA); the Industry Grand Prix Award from Develop; MCV's UK Development Team 2006 award; Best Racing/Driving Game from IGN; Game of the Year from OXM and Gamespy for *Project Gotham Racing 3*; and IGN's Best Xbox Live Arcade ("XBLA") Game for *Geometry Wars: Retro Evolved*. Bizarre Creations will play a role in our growth strategy as we develop new intellectual property for the racing segment, expand our development capability and capacity for other genres and utilize Bizarre Creations' proprietary development technology. We also have development agreements with other top-level, third-party developers such as id Software, Inc., Splash Damage, Ltd., and Next Level Games.

Our fiscal 2008 releases include well-established franchises, which are backed by high-profile intellectual property and/or highly anticipated motion picture releases. For example, we have a long-term relationship with Marvel Entertainment, Inc. through an exclusive licensing agreement for the Spider-Man and X-Men franchises through 2017. This agreement grants us the exclusive, worldwide rights to develop and publish video games based on Marvel's comic book franchises: Spider-Man and X-Men. In addition, we have an agreement with Spider-Man Merchandising, LP which grants us exclusive, worldwide rights to publish video games based on subsequent Spider-Man feature films through 2017. Through March 31, 2008, games based on the Spider-Man and X-Men franchises have generated approximately \$1.1 billion in net revenues worldwide. Under this agreement, in the first quarter fiscal 2007 we released the video game, *X-Men: The Official Game* coinciding with the theatrical release of *X-Men: The Last Stand*. In the third quarter fiscal 2007, we released *Marvel: Ultimate Alliance* across multiple platforms and *Spider-Man: Battle for New York* on the NDS and the GBA. In the first quarter fiscal 2008, we released *Spider-Man 3* based on Columbia Pictures/Marvel Entertainment, Inc.'s feature film "Spider-Man 3," which was released in May 2007. We also released *Spider-Man: Friend or Foe* in the third quarter fiscal 2008.

We also have an exclusive licensing agreement with professional skateboarder Tony Hawk. The agreement grants us exclusive rights to develop and publish video games through 2015 using Tony Hawk's name and likeness. Through March 31, 2008, we have released nine titles in the Tony Hawk franchise with cumulative net revenues of \$1.3 billion, including the fiscal 2008 third quarter release, *Tony Hawk's Proving Ground*, which was released on the PS3, the PS2, the Wii, the Xbox360 and the NDS.

We will also continue to evaluate and exploit emerging franchises that we believe have potential to become successful game franchises. For example, we have multi-year, multi-property, agreements with DreamWorks Animation LLC that grant us the exclusive rights to publish video games based on DreamWorks Animation SKG's theatrical releases, including "Shark Tale," which was released in the second quarter fiscal 2005, "Madagascar," which was released in the first quarter fiscal 2006, "Over the Hedge," which was released in the first quarter fiscal 2007, "Shrek the Third," which was released in the first quarter fiscal 2008, "Bee Movie," which was released in the third quarter fiscal 2008, and all of their respective sequels. In addition, our multi-year agreements with DreamWorks Animation LLC also grant us the exclusive video game rights to three upcoming DreamWorks Animation feature films, including "Kung Fu Panda," "Monsters vs Aliens" and "How to Train Your Dragon." We plan to release *Kung Fu Panda*, *Monsters vs Aliens*, and *Madagascar 2* during fiscal 2009.

Additionally, we have a strategic alliance with Harrah's Entertainment, Inc. that grants us the exclusive, worldwide interactive rights to develop and publish "World Series of Poker" video games based on the popular World Series of Poker Tournament. In the second quarter fiscal 2006, we released our first title under this alliance, *World Series of Poker*, which became the number one poker title of calendar year 2005. Further building on this franchise, in the second quarter fiscal 2007, we released our second title under this alliance, *World Series of Poker: Tournament of Champions*. Additionally, we released our third title under this alliance, *World Series of Poker: Battle for the Bracelet* in the second quarter fiscal 2008.

We also continue to build on our portfolio of licensed intellectual property. In February 2006, we signed an agreement with Hasbro Properties Group granting us the exclusive global rights (excluding Japan) to develop console, hand-held, and PC games based on Hasbro's "Transformers" franchise. We released our first "Transformers" game, *TRANSFORMERS: The Game*, in late June 2007 concurrently with the early July 2007 movie release of the live action "Transformers" film from DreamWorks Pictures and Paramount Pictures. In April 2006, we signed an agreement with MGM Interactive and EON Productions Ltd. granting us the exclusive rights to develop and publish video games based on the James Bond license through 2014. We plan to release our first James Bond title, *Quantum of Solace*, during fiscal 2009.

In April 2006, we signed a multi-year agreement with Mattel, Inc. which grants us the exclusive, worldwide distribution rights for the catalog of video games based on Mattel, Inc.'s Barbie franchise on all platforms. Through the third quarter fiscal 2007, we distributed six Barbie titles: *Barbie and the 12 Dancing Princesses*, *The Barbie Diaries: High School Mystery*, *Barbie Fashion Show*, *Barbie Horse Adventures: Mystery Ride*, *Barbie and the Magic of Pegasus*, and *Barbie as the Princess and the Pauper*. Based on the success of this distribution, we signed multi-year license agreements with Mattel, Inc. in January 2007 which grant us the exclusive worldwide rights to develop and publish new video games based on Mattel Inc.'s *Barbie* and *Hot Wheels* franchises on all platforms. In the second quarter fiscal 2008, we released *Hot Wheels: Beat That!*. In September 2006, we entered into a distribution agreement with MTV Networks Kids and Family Group's Nickelodeon, a division of Viacom Inc., to be the exclusive distributor of three new Nick Jr. PC CD-ROM titles, published by Nickelodeon and based on the top preschool series on commercial television, *Dora The Explorer*, *The Backyardigans*, and *Go, Diego, Go!*

We are utilizing these developer relationships, new intellectual property acquisitions, new original intellectual property creations, and our existing library of intellectual property to further focus our game development on product lines that will deliver significant, lasting, and recurring revenues and operating profits.

### *Business Combination*

On December 2, 2007, we and Vivendi S.A. ("Vivendi") announced an agreement to combine Vivendi Games, Inc. ("Vivendi Games,") Vivendi's interactive entertainment business which includes Blizzard Entertainment, Inc., the creator of *World of Warcraft*, a massively multi-player online role-playing game ("MMORPG") franchise, with us. If the transaction closes, we will be renamed Activision Blizzard, Inc. ("Activision Blizzard") and we expect to continue to operate as a public company traded on NASDAQ under the ticker ATVI.

All information included in this report reflects only Activision's results, and does not reflect any impact of the proposed combination. The forward-looking comments in this Management's Discussion & Analysis of Financial Condition and Results of Operations are prepared on an Activision standalone basis, without considering any potential impacts of the proposed business combination with Vivendi Games.

### **Critical Accounting Policies and Estimates**

We have identified the policies below as critical to our business operations and the understanding of our financial results. The impact and any associated risks related to these policies on our business operations are discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion of the application of these and other accounting policies, see Note 1 of the Notes to Consolidated Financial Statements included in Item 8. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Revenue Recognition.* We recognize revenue from the sale of our products upon the transfer of title and risk of loss to our customers, and once any performance obligations have been completed. Certain products are sold to customers with a street date (the earliest date these products may be sold by retailers). For these products we recognize revenue on the later of the street date or the sale date. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection. With respect to license agreements that provide customers the right to make multiple copies in exchange for guaranteed amounts, revenue is recognized upon delivery of a master copy. Per copy royalties on sales that exceed the guarantee are recognized as earned.

Some of our software products provide limited online features at no additional cost to the consumer. Generally, we consider such features to be incidental to the overall product offering and an inconsequential deliverable. Accordingly, we do not defer any revenue related to products containing these limited online features. In instances where online features or additional functionality is considered a substantive deliverable in addition to the software product, we take this into account when applying our revenue recognition policy. This evaluation is performed for each software product when it is released. We determined that one of our software titles, *Enemy Territory: Quake Wars* (which is primarily an online multiplayer PC game), contains online functionality that constitutes a more-than-inconsequential separate service deliverable in addition to the product, principally because of its importance to game play. As such, our performance obligations for this title extend beyond the sale of the game, which is unique compared to other previously released titles. Vendor-specific objective

evidence of fair value ("VSOE") does not exist for the online functionality, as we do not separately charge for this component of the title. As a result, we are recognizing all of the revenue from the sale of this title ratably over an estimated service period, which is currently estimated to be six months beginning the month after shipment. In addition, we are deferring the costs of sales for this title. Cost of sales includes: manufacturing costs, software royalties and amortization, and intellectual property licenses. Overall, online play functionality is still an emerging area for us.

We continue to monitor the development of online functionality (together with online transactions, such as electronics downloads of titles or product add-ons) and its significance to our products. Based on our current assessment of obligations with respect to the online functionality for certain of our fiscal 2009 titles on certain platforms, we expect that certain fiscal 2009 titles will contain online functionality that constitutes a more-than-inconsequential separate service deliverable in addition to the product, and that our performance obligations for these fiscal 2009 titles will extend beyond the sale of the game. VSOE of fair value does not exist for these online features, as we do not plan to separately charge for this component of these fiscal 2009 titles. As a result, we expect to recognize all of the revenue from the sale of these fiscal 2009 titles ratably over an estimated service period, which is currently estimated to be six months beginning the month after shipment. In addition, we expect to defer the costs of sales of these fiscal 2009 titles. We anticipate that, in fiscal 2009, we will likely defer approximately \$350.0 million in net revenues and \$150.0 million in costs of sales from the sale of these fiscal 2009 titles into fiscal 2010. Since most of these fiscal 2009 titles are planned to release in the third quarter fiscal 2009, we expect that a majority of revenues and costs of sales for these products will be deferred in the third quarter fiscal 2009, and recognized later in the calendar year 2009. However, the actual amount of revenues and costs of sales deferred will vary significantly depending upon the timing of the release of these fiscal 2009 titles and the sales volume of such products.

With respect to online transactions, such as electronic downloads of titles or product add-ons, revenue is recognized when the fee is paid by the online customer to purchase online content and we are notified by the online retailer that the product has been downloaded. In addition, in order to recognize revenue for both product sales and licensing transactions, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable.

Sales incentives or other consideration given by us to our customers is accounted for in accordance with the Financial Accounting Standards Board's Emerging Issues Task Force ("EITF") Issue 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)*. In accordance with EITF Issue 01-9, sales incentives and other consideration that are considered adjustments of the selling price of our products, such as rebates and product placement fees, are reflected as reductions of revenue. Sales incentives and other consideration that represent costs incurred by us for assets or services received, such as the appearance of our products in a customer's national circular advertisement, are reflected as sales and marketing expenses.

*Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence.* We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers and the anticipated timing of other releases in order to assess future demands of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated to ensure that quantities are sufficient to meet the demands from the retail markets but at the same time, are controlled to prevent excess inventory in the channel. We benchmark our units to be shipped to our customers using historical and industry data.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances when we elect to decrease the wholesale price of a product by a certain amount and, when granted and applicable, allows customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection are,

among other things, compliance with applicable payment terms and consistent delivery to us of inventory and sell-through reports. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors. Management must make estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres, historical performance of the hardware platform, historical performance of the franchise, console hardware life cycle, our sales force and retail customer feedback, industry pricing, weeks of on-hand retail channel inventory, absolute quantity of on-hand retail channel inventory, our warehouse on-hand inventory levels, the title's recent sell-through history (if available), marketing trade programs, and competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy. Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period. Based upon historical experience we believe our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our March 31, 2008 allowance for returns and price protection would impact net revenues by \$1.3 million.

Similarly, management must make estimates of the uncollectibility of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We value inventory at the lower of cost or market. We regularly review inventory quantities on hand and in the retail channel and record a provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

*Software Development Costs and Intellectual Property Licenses.* Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with Statement of Financial Accounting Standards No. 86, *Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed*. Software development costs are capitalized once the technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of "cost of sales—software royalties and amortization," capitalized costs when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Amounts related

to software development which are not capitalized are charged immediately to product development expense.

Commencing upon product release, capitalized software development costs are amortized to "cost of sales—software royalties and amortization" based on the ratio of current revenues to total projected revenues for the specific product, generally resulting in an amortization period of six months or less.

Intellectual property license costs represent license fees paid to intellectual property rights holders for use of their trademarks, copyrights, software, technology, music or other intellectual property or proprietary rights in the development of our products. Depending upon the agreement with the rights holder, we may obtain the rights to use acquired intellectual property in multiple products over multiple years, or alternatively, for a single product. Prior to the related product's release, we expense, as part of "cost of sales—intellectual property licenses," capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to "cost of sales—intellectual property licenses" based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year.

We evaluate the future recoverability of capitalized software development costs and intellectual property licenses on a quarterly basis. For products that have been released in prior periods, the primary evaluation criterion is actual title performance. For products that are scheduled to be released in future periods, the recoverability of capitalized software development costs is evaluated based on the expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Criteria used to evaluate expected product performance include: historical performance of comparable products developed with comparable technology; orders for the product prior to its release; and for any sequel product, estimated performance based on the performance of the product on which the sequel is based. As many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors, such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property.

Significant management judgments and estimates are utilized in the assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than, and/or revised forecasted or actual costs are greater than, the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Additionally, as noted above, as many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property and the rights holder's continued promotion and exploitation of the intellectual property. Material differences may result in the amount and timing of charges for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

*Stock-based Compensation Expense.* On April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, ("SFAS No. 123R") which requires

the measurement and recognition of compensation expense for all share-based payment awards made to our employees and directors, including employee stock options and employee stock purchases made pursuant to the Employee Stock Purchase Plan based on estimated fair values. Stock-based compensation expense recognized under SFAS No. 123R for the years ended March 31, 2008, and 2007 was \$53.6 million, and \$25.5 million, respectively. See Note 14 of the Notes to Consolidated Financial Statements included in Item 8 for additional information.

We estimate the value of employee stock options on the date of grant using a binomial-lattice model. The fair value of a share-based payment as of the grant date estimated in accordance with this option pricing model depends upon our future stock price as well as assumptions concerning expected volatility, risk-free interest rate, and risk-adjusted stock return, and measures of employees' forfeiture, exercise, and post-vesting termination behavior. Statistical methods were used to estimate employee rank specific termination rates. These termination rates, in turn, were used to model the number of options that are expected to vest and employees' post-vesting termination behavior. Employee rank specific estimates of expected time-to-exercise ("ETTE") were used to reflect employee exercise behavior. ETTE was estimated by using statistical procedures to first estimate the conditional probability of exercise occurring during each time period, conditional on the option surviving to that time period and then using those probabilities to estimate ETTE. The model was calibrated by adjusting parameters controlling exercise and post-vesting termination behavior so that the measures output by the model matched values of these measures that were estimated from historical data. The weighted-average estimated value of employee stock options granted during the years ended March 31, 2008 and 2007 was \$9.21 and \$5.86, respectively, per share using the binomial-lattice model with the following weighted-average assumptions:

	<b>Employee and Director Options For the years ended March 31,</b>	
	<b>2008</b>	<b>2007</b>
Expected life (in years)	5.41	4.87
Risk free interest rate	4.70%	4.99%
Volatility	51%	54%
Dividend yield	—	—

To estimate volatility for the binomial-lattice model, we use methods or capabilities that are discussed in SFAS No. 123R and SAB No. 107. These methods included the implied volatility method, which is based upon the volatilities for exchange-traded options with respect to our stock, to estimate short-term volatility, the historical method which is based upon the annualized standard deviation of the instantaneous returns on Activision's stock during the option's contractual term, to estimate long-term volatility and a statistical model to estimate the transition or "mean reversion" from short-term volatility to long-term volatility. Based on these methods, for options granted during the year ended March 31, 2008, the expected stock price volatility ranged from 34% to 53%, with a weighted-average volatility of 51%. For options granted during the year ended March 31, 2007, the expected stock price volatility ranged from 38% to 56%, with a weighted average volatility of 54%.

As was the case for volatility, the risk-free rate is assumed to change during the option's contractual period. As required by a binomial-lattice model, the risk-free rate reflects the interest from one time period to the next (the "forward rate") as opposed to the interest rate from the grant date to the given time period (the "spot rate.") Since we do not currently pay dividends and do not currently expect to pay them in the future, we have assumed that the dividend yield is zero.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is, as required by SFAS No. 123R, output by the binomial-lattice model. The expected life of employee stock options depends on all of the underlying

assumptions and calibration of our model. The binomial-lattice model assumes that employees will exercise options when the stock price equals or exceeds an exercise boundary. The exercise boundary is not constant but continually declines as one approaches the option's expiration date. The exact placement of the exercise boundary depends on all of the model inputs as well as the measures that were used to calibrate the model to estimated measures of employees' exercise and termination behavior.

Stock-based compensation expense recognized in the Consolidated Statement of Operations is based on awards ultimately expected to vest and has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

If factors change and we employ different assumptions in the application of SFAS No. 123R in future periods, the compensation expense that we record under SFAS No. 123R may differ significantly from what we have recorded in the current period.

*Income Taxes.* We record a tax provision for the anticipated tax consequences of the reported results of operations. In accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*, the provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. Effective at the beginning of fiscal 2008, we adopted Financial Interpretation No. ("FIN") 48, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*. Further information may be found in Note 12 of the Notes to Consolidated Financial Statements included in Item 8.

Management believes it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with the tax effects of the deferred tax liabilities, will be sufficient to fully recover the remaining deferred tax assets. In the event that all or part of the net deferred tax assets are determined not to be realizable in the future, an adjustment to the valuation allowance would be charged to earnings in the period such determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of FIN 48 and other complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could have a material impact on our financial condition and operating results.

## Selected Consolidated Statements of Operations Data

The following table sets forth certain Consolidated Statements of Operations data for the periods indicated as a percentage of consolidated net revenues and also breaks down net revenues by territory, business segment, and platform, as well as operating income by business segment (amounts in thousands):

	For the fiscal years ended March 31,					
	2008		2007		2006	
Net revenues	\$ 2,898,136	100%	\$ 1,513,012	100%	\$ 1,468,000	100%
Costs and expenses:						
Cost of sales—product costs	1,240,605	43	799,587	52	734,874	50
Cost of sales—software royalties and amortization	294,279	10	132,353	9	147,822	10
Cost of sales—intellectual property licenses	110,551	4	46,125	3	57,666	4
Product development	269,535	9	133,073	9	132,651	9
Sales and marketing	308,143	10	196,213	13	283,395	19
General and administrative	195,409	7	132,514	9	96,366	7
Total costs and expenses	2,418,522	83	1,439,865	95	1,452,774	99
Income from operations	479,614	17	73,147	5	15,226	1
Investment income, net	51,254	1	36,678	2	30,630	2
Income before income tax provision	530,868	18	109,825	7	45,856	3
Income tax provision	185,985	6	24,038	1	5,605	—
Net income	\$ 344,883	12%	\$ 85,787	6%	\$ 40,251	3%
Net Revenues by Territory:						
North America	\$ 1,761,753	61%	\$ 753,376	50%	\$ 710,040	48%
Europe	1,037,257	36	718,973	47	717,494	49
Other	99,126	3	40,663	3	40,466	3
Total net revenues	\$ 2,898,136	100%	\$ 1,513,012	100%	\$ 1,468,000	100%
Net Revenues by Segment/Platform Mix:						
Publishing:						
Console	\$ 2,129,799	73%	\$ 886,795	59%	\$ 812,345	55%
Hand-held	219,299	8	153,357	10	158,861	11
PC	156,068	5	78,886	5	183,457	13
Total publishing net revenues	2,505,166	86	1,119,038	74	1,154,663	79
Distribution:						
Console	268,794	9	238,662	16	196,413	13
Hand-held	94,918	4	122,293	8	76,973	5
PC	29,258	1	33,019	2	39,951	3
Total distribution net revenues	392,970	14	393,974	26	313,337	21
Total net revenues	\$ 2,898,136	100%	\$ 1,513,012	100%	\$ 1,468,000	100%
Operating Income (Loss) by Segment:						
Publishing	\$ 461,718	16%	\$ 64,076	4%	\$ (6,715)	—%
Distribution	17,896	1	9,071	1	21,941	1
Total operating income	\$ 479,614	17%	\$ 73,147	5%	\$ 15,226	1%

## Results of Operations—Fiscal Years Ended March 31, 2008 and 2007

### Net Revenues

We primarily derive revenue from sales of packaged interactive software games designed for play on video game consoles (such as the PS2, PS3, Xbox360, and Wii), PCs, and hand-held game devices (such as the NDS, and PSP). We also derive revenue from our distribution business in Europe that provides logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations and third-party manufacturers of interactive entertainment hardware.

The following table details our consolidated net revenues by business segment and our publishing net revenues by territory for the years ended March 31, 2008 and 2007 (amounts in thousands):

	For the fiscal years ended March 31,		Increase/ (Decrease)	Percent Change
	2008	2007		
Publishing net revenues				
North America	\$ 1,761,753	\$ 753,376	\$ 1,008,377	134%
Europe	644,287	324,999	319,288	98%
Other	99,126	40,663	58,463	144%
Total international	743,413	365,662	377,751	103%
Total publishing net revenues	2,505,166	1,119,038	1,386,128	124%
Distribution net revenues	392,970	393,974	(1,004)	0%
Consolidated net revenues	\$ 2,898,136	\$ 1,513,012	\$ 1,385,124	92%

Consolidated net revenues increased 92% from \$1,513.0 million for the fiscal year ended March 31, 2007 to \$2,898.1 million for the fiscal year ended March 31, 2008.

In the second quarter fiscal 2008, we determined to recognize all of the net revenues from the sale of one of our titles, *Enemy Territory: Quake Wars* (which is primarily an online multiplayer PC game), on a deferred basis—straight-line over an estimated service period, which we estimate to be six months beginning the month after shipment. There is no impact to consolidated net revenues for the year ended March 31, 2008.

Overall, the increase in consolidated net revenues for the fiscal year ended March 31, 2008, was driven by the following:

- Our total publishing net revenues increased substantially by \$1,386.1 million year over year. This is due to the strong performance of titles released during fiscal 2008 in each territory. During fiscal 2008, in the U.S., we grew our market share by 7.2 percent to a record 17.3 percent, were the number one console and handheld software publisher in dollars, and had three top-10 best-selling titles overall in dollars, according to The NPD Group. In particular, *Guitar Hero III: Legends of Rock*, was the number one best-selling game in the U.S. and Europe in dollars for fiscal 2008, according to The NPD Group, Charttrack, and Gfk. *Call of Duty 4: Modern Warfare* ended the fiscal year as the number two best-selling game worldwide in dollars, according to The NPD Group, Charttrack and Gfk. We have expanded our presence on the next-generation platforms through the increased number of premium priced titles released on those platforms. This has further increased our publishing net revenues as the installed base of the next-generation platforms continues to expand. Other major worldwide releases contributing to the results were *Spider-Man 3*, *Shrek the Third*, *Bee Movie Game* as well as our new licensed intellectual property *TRANSFORMERS: The Game*. *Spider Man 3* and *TRANSFORMERS: The Game* were the number one and number two best-selling movie based games in dollars worldwide for fiscal 2008, according to The NPD Group, Charttrack and Gfk. In fiscal 2007, our

major releases included *Call of Duty 3*, *Guitar Hero 2*, *Marvel: Ultimate Alliance*, *Tony Hawk's Project 8*, *Over the Hedge*, *X-Men: Official Game*, *Shrek Smash N' Crash*, *Tony Hawk's Downhill Jam*, *World Series of Poker Tournament of Champions*, *Pimp My Ride*, and titles for our Cabela's History Channel and Barbie franchises.

- Changes in foreign exchange rates from a year over year strengthening of the Great Britain Pound ("GBP"), Euro ("EUR") and Australian Dollar ("AUD") in relation to the United States Dollar ("USD") increased reported net revenues by approximately \$87.7 million for the year ended March 31, 2008. Excluding the impact of changing foreign currency rates, our consolidated net revenues increased 86% compared to prior year.

In fiscal 2009, we plan to publish *Guitar Hero: On Tour* for the NDS; *Guitar Hero: Aerosmith*, *Guitar Hero: Metallica*, and *Guitar Hero IV* across multiple platforms. We plan to release *Call of Duty 5*, and continue to expand our licensed titles such as *Kung Fu Panda*, *Madagascar: Escape 2 Africa*, *Monsters vs. Aliens*, *Marvel Ultimate Alliance 2*, our first James Bond title, *Quantum of Solace*, and several other titles. We also expect to increase our titles across multiple platforms to take advantage of the expected growth of different hardware platforms in fiscal 2009. As a result, we anticipate net revenues will increase in fiscal 2009 in comparison to the record net revenues achieved in fiscal 2008. However, such increases may be offset by the impact of revenue deferral described below.

When we plan our fiscal 2009 titles releases, we continue to monitor the development of online functionality (together with online transactions, such as electronics downloads of titles or product add-ons) and its significance to our products. Based on our current assessment of obligations with respect to the online functionality for certain of our fiscal 2009 titles on certain platforms, we expect that certain fiscal 2009 titles will contain online functionality that constitutes a more-than-inconsequential separate service deliverable in addition to the product, and that our performance obligations for these fiscal 2009 titles will extend beyond the sale of the game. Vendor specific objective evidence of fair value does not exist for these online features, as we do not plan to separately charge for this component of these fiscal 2009 titles. As a result, we expect to recognize all of the revenue from the sale of these fiscal 2009 titles ratably over an estimated service period, which is currently estimated to be six months beginning the month after shipment. In addition, we expect to defer the costs of sales of these fiscal 2009 titles. We anticipate that, in fiscal 2009, we will likely defer approximately \$350.0 million in net revenues and \$150.0 million in costs of sales from the sale of these fiscal 2009 titles into fiscal 2010. Since most of these fiscal 2009 titles are planned to release in the third quarter fiscal 2009, we expect that a majority of revenues and costs of sales for these products will be deferred in the third quarter fiscal 2009, and recognized later in the calendar year 2009. However, the actual amount of revenues and costs of sales deferred will vary significantly depending upon the timing of the release of these fiscal 2009 titles and the sales volume of such products.

*North America Publishing Net Revenues (amounts in thousands)*

March 31, 2008	% of Consolidated Net Revenues	March 31, 2007	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 1,761,753	61%	\$ 753,376	50%	\$ 1,008,377	134%

North America publishing net revenues increased 134% from \$753.4 million for the year ended March 31, 2007 to \$1,761.8 million for the year ended March 31, 2008. The main revenue drivers for the year ended March 31, 2008 were *Guitar Hero III: Legends of Rock* and *Call of Duty 4: Modern Warfare*. *Guitar Hero III: Legends of Rock*, was the number one best-selling game in dollars in the U.S. for fiscal 2008, according to The NPD Group. *Call of Duty 4: Modern Warfare* ended the fiscal 2008 as the number three best-selling game in dollars in the U.S., according to The NPD Group. Other key revenue contributors during the year include *Guitar Hero II* for the Xbox360, *Spider-Man 3*, *Shrek the Third*, and our new licensed intellectual property *TRANSFORMERS: The Game*.

North America publishing net revenues increased as a percentage of consolidated net revenues from 50% for the year ended March 31, 2007 to 61% for the year ended March 31, 2008. The increases in the percentages of total consolidated net revenues were a result of the stronger growth in net revenues for the publishing segment than that of the distribution segment during the year.

*International Publishing Net Revenues (amounts in thousands)*

March 31, 2008	% of Consolidated Net Revenues	March 31, 2007	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 743,413	26%	\$ 365,662	24%	\$ 377,751	103%

International publishing net revenues increased by 103% from \$365.7 million for the year ended March 31, 2007 to \$743.4 million for the year ended March 31, 2008. The increase in international publishing net revenues was primarily due to the increase in the number of titles released internationally in fiscal 2008, and the success of *Guitar Hero III: Legends of Rock* and *Call of Duty 4: Modern Warfare*. We also grew our European market share from 4.8 percent to 7.4 percent during fiscal 2008, according to Charttrack and Gfk.

International publishing net revenues were further increased by a year over year strengthening of the EUR, AUD, and GBP in relation to the USD of approximately \$63.0 million for the year ended March 31, 2008 as compared to the year ended March 31, 2007. Excluding the impact of changing foreign currency rates, our international publishing net revenues increased 86% year over year. As a percentage of consolidated net revenues, international publishing net revenues increased slightly from 24% for the year ended March 31, 2007 to 26% for the year ended March 31, 2008. The slight increase in the percentage of total consolidated net revenues was a result of the stronger growth in net revenues for the publishing segment than that of the distribution segment during the year.

*Publishing Net Revenues by Platform*

Publishing net revenues increased 124% from \$1,119.0 million for the year ended March 31, 2007 to \$2,505.2 million for the year ended March 31, 2008. The following table details our publishing net revenues by platform and as a percentage of total publishing net revenues for the years ended March 31, 2008 and 2007 (amounts in thousands):

	Year Ended March 31, 2008	% of Publishing Net Revs	Year Ended March 31, 2007	% of Publishing Net Revs	Increase/ (Decrease)	Percent Change
<b>Publishing Net Revenues</b>						
PC	\$ 156,068	6%	\$ 78,886	7%	\$ 77,182	98%
<b>Console</b>						
Sony PlayStation 3	313,123	13%	53,842	5%	259,281	482%
Sony PlayStation 2	716,922	29%	500,927	45%	215,995	43%
Microsoft Xbox360	785,476	31%	200,394	18%	585,082	292%
Nintendo Wii	309,867	12%	54,636	5%	255,231	467%
Other	4,411	—%	76,996	7%	(72,585)	(94)%
<b>Total console</b>	<b>2,129,799</b>	<b>85%</b>	<b>886,795</b>	<b>80%</b>	<b>1,243,004</b>	<b>140%</b>
Hand-held	219,299	9%	153,357	13%	65,942	43%
<b>Total publishing net revenues</b>	<b>\$ 2,505,166</b>	<b>100%</b>	<b>\$ 1,119,038</b>	<b>100%</b>	<b>\$ 1,386,128</b>	<b>124%</b>

Personal Computer Net Revenues (amounts in thousands)

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 156,068	6%	\$ 78,886	7%	\$ 77,182	98%

Net revenues from sales of titles for the PC increased 98% from \$78.9 million for the year ended March 31, 2007 to \$156.1 million for the year ended March 31, 2008. The increases were primarily due to the strong performance of our fiscal 2008 PC release of *Call of Duty 4: Modern Warfare*. For fiscal 2008, *Call of Duty 4: Modern Warfare* was the number one PC title in dollars worldwide, according to The NPD Group, Charttrack and Gfk. The increase also resulted from an increased number of titles, both mainline titles and value titles, released on the PC. This compares to fiscal 2007 where net revenues were primarily derived from catalog sales of *Call of Duty 2*, *Quake 4* and *The Movies*, as well as revenues from our European affiliate title LucasArts' *Lego Star Wars II: The Original Trilogy*.

We plan to release several key titles on the PC in fiscal 2009, however, we anticipate net revenues from the PC to be partially offset by the impact of revenue deferral as previously discussed.

Sony PlayStation 3 Net Revenues (amounts in thousands)

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 313,123	13%	\$ 53,842	5%	\$ 259,281	482%

The PS3 was released in North America in November 2006 and in Europe in March 2007. With more than a full year for the installed base of the PS3 to expand, and our increased number of titles available on the PS3, net revenues from sales of titles for the PS3 increased 482% from \$53.8 million, or 5% of publishing net revenues for the year ended March 31, 2007 to \$313.1 million, or 13% of publishing net revenues for the year ended March 31, 2008. The increase was primarily attributable to the success of *Call of Duty 4: Modern Warfare*, which was the number one best-selling title in dollars on the PS3, according to The NPD Group. Further, the increased number of titles available on the PS3 has increased our revenues from this platform. We released eight titles on the PS3 during fiscal 2008 as compared to three titles for fiscal 2007. During fiscal 2008, we released *Guitar Hero III: Legends of Rock*, *Call of Duty 4: Modern Warfare*, *Spider-Man 3*, *TRANSFORMERS: The Game*, *Tony Hawk's Proving Ground*, *Soldier of Fortune: Payback*, *History Channel: Battle for the Pacific*, and our European affiliate title LucasArts' *Lego Star Wars: The Complete Saga* on the PS3. This compares to the third quarter fiscal 2007 releases of *Call of Duty 3*, *Marvel: Ultimate Alliance* and *Tony Hawk's Project 8*.

Over the last twelve months, Sony has cut prices and introduced lower priced models of the PS3 hardware. These price reductions have grown the installed base of the PS3, which combined with our strong slate of titles led to a significant increase in net revenues on the PS3 platform. We expect net revenues from sales of titles for the PS3 to continue to increase as we plan to increase our releases on the PS3 to take advantage of the expected growth of the hardware installed base, however, we anticipate such increase will be partially offset by the impact of revenue deferral as previously discussed.

Sony PlayStation 2 Net Revenues (amounts in thousands)

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 716,922	29%	\$ 500,927	45%	\$ 215,995	43%

In general, there was an overall decline in industry sales of titles for the PS2 as more consumers migrated to the next-generation platforms as compared to the prior year. However, net revenues from sales of our titles for the PS2 increased 43% from \$500.9 million for the year ended March 31, 2007 to \$716.9 million for the year ended March 31, 2008. The key titles impacting the fiscal 2008 results were *Guitar Hero III: Legends of Rock*, *Spider-Man: Friend or Foe*, *Bee Movie Game*, *Tony Hawk's Proving Ground*, *Guitar Hero: Rocks the 80s*, *Spider-Man 3*, *Shrek the Third*, and *TRANSFORMERS: The Game* and the continued momentum for our fiscal 2007 third quarter titles. This compares to the titles released in fiscal 2007 such as *Call of Duty 3*, the number three title overall in dollars for the third quarter fiscal 2007, according to The NPD Group, and *Guitar Hero II* (game and accessories), the number one best-selling title in dollars on the PS2 platform for the third quarter fiscal 2007 per The NPD Group. Also, in fiscal 2007, we released *Marvel: Ultimate Alliance*, *Over the Hedge*, *Tony Hawk's Project 8*, *X-Men: The Official Game*, *Shrek Smash N' Crash Racing* and our European affiliate title, LucasArts' *Star Wars Lego 2*. As a percentage of publishing net revenues, net revenues from the PS2 decreased from 45% for the year ended March 31, 2007 to 29% for the year ended March 31, 2008. This was mainly attributable to the growth of net revenues from the next-generation platforms at a faster pace than revenues from the PS2.

Although we expect net revenues from sales of titles for the PS2 to decline over time as consumers transition to the next-generation platforms, we expect significant net revenues for the PS2 for fiscal 2009 as we plan to develop and release many of our key titles on this platform.

*Microsoft Xbox360 Net Revenues (amounts in thousands)*

<u>March 31, 2008</u>	<u>% of Publishing Net Revenues</u>	<u>March 31, 2007</u>	<u>% of Publishing Net Revenues</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 785,476	31%	\$ 200,394	18%	\$ 585,082	292%

Net revenues from sales of titles for the Xbox360 increased 292% from \$200.4 million for the year ended March 31, 2007 to \$785.5 million for the year ended March 31, 2008. As a percentage of publishing net revenues, net revenues from sales of titles for the Xbox360 increased from 18% for the year ended March 31, 2007 to 31% for the year ended March 31, 2008. These increases are due to the growing installed base for the Xbox360, as well as an increase in the number of new titles we released. In fiscal 2008, we released seventeen titles for this platform, and the key revenue drivers were *Guitar Hero III: Legends of Rock* which was the number one best-selling game in dollars in the U.S. and Europe, and *Call of Duty 4: Modern Warfare* which was the number two best-selling game in dollars worldwide, according to The NPD Group, Charttrack, and Gfk. Other major titles released on the Xbox360 in fiscal 2008 such as *Tony Hawk's Proving Ground*, *Guitar Hero II*, *Spider-Man 3*, and *TRANSFORMERS: The Game* also contributed to the increase in revenues. This compares to our fiscal 2007 releases of ten titles for this platform, three of which, *Call of Duty 3*, *Tony Hawk's Project 8* and *Marvel: Ultimate Alliance* ranked among the top ten Xbox360 titles during the third quarter fiscal 2007, according to The NPD Group.

In August 2007, Microsoft announced a reduction of the retail price of the Xbox360 by \$50 in the U.S. market and by EUR 50 in European markets. These price reductions have grown the installed base of the Xbox360, which combined with our strong slate of titles led to a significant increase in net revenues on the Xbox360 platform. We expect net revenues from sales of titles for the Xbox360 to continue to increase as we plan several key releases on the Xbox360 to take advantage of the expected growth of the hardware installed base, however, we anticipate such increase will be partially offset by the impact of revenue deferral as previously discussed.

Nintendo Wii Net Revenues (amounts in thousands)

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 309,867	12%	\$ 54,636	5%	\$ 255,231	467%

The Wii was released in November 2006 and quickly gained strong consumer acceptance due to its innovative controller and mass market appeal. With more than a full year of expanding the installed base of the Wii and our increased number of new titles on the Wii, net revenues from the sales of titles for the Wii increased to \$309.9 million for the year ended March 31, 2008 from \$54.6 million for the year ended March 31, 2007. As a percentage of publishing net revenues, net revenues from the sales of titles for the Wii increased from 5% to 12% year over year. We released the first version of *Guitar Hero* for the Wii, *Guitar Hero III: Legends of Rock* in the third quarter fiscal 2008 which was the main contributor to our net revenues on the platform and the primary reason for the increase in net revenues from sales of Wii titles for the year ended March 31, 2008. Further, we have released fourteen other Wii titles during fiscal 2008 as compared to five Wii titles released during fiscal 2007. Some of the titles we released during fiscal 2008 were *Bee Movie Game*, *Spider-Man: Friend or Foe*, *Tony Hawk's Proving Ground*, *Dancing with Stars*, *Barbie Island Princess*, *Cabela's: Big Game Hunter 2008* and, in Europe our affiliate LucasArt's titles, *Thrillville: Off the Rails*, and *Lego Star Wars: The Complete Saga*. This compares to the five titles concurrently released with the release of the Wii in November 2006, *Call of Duty 3*, *Marvel: Ultimate Alliance*, *World Series of Poker: Tournament of Champions*, *Rapala Tournament Fishing*, and *Tony Hawk's Downhill Jam*.

We expect net revenues from sales of titles for the Wii to continue to increase as we plan key releases on the Wii for the expected growth of the hardware installed base, however, we anticipate such increase will be partially offset by the impact of revenue deferral as previously discussed.

Hand-held Net Revenues (amounts in thousands)

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 219,299	9%	\$ 153,357	13%	\$ 65,942	43%

Net revenues from sales of titles for the hand-held platforms increased 43% from \$153.4 million for the year ended March 31, 2007 to \$219.3 million for the year ended March 31, 2008. During fiscal 2008, we have released more "big proposition" titles which contributed to the increase in net revenues. The increase in net revenues was primarily due to the releases of *Bee Movie Game*, *Call of Duty 4: Modern Warfare*, *Spider-Man: Friend or Foe*, *Shrek: Ogres and Donkeys*, *TRANSFORMERS: The Game* on the PSP, *TRANSFORMERS: Decepticon* and *TRANSFORMERS: Autobots* exclusively on the NDS, and our European releases of two LucasArts' titles, *Thrillville: Off the Rails*, and *Lego Star Wars: The Complete Saga*. This compares to the fiscal 2007 releases of *Tony Hawk's Downhill Jam*, *Over the Hedge: Hammy Goes Nuts!*, *Barbie and the 12 Dancing Princesses*, *Marvel: Ultimate Alliance*, *Spider-Man: Battle for New York*, *Over the Hedge*, *X-Men: The Official Game*, *World Series of Poker: Tournament of Champions* and *Rapala Trophies* and our European affiliate title, LucasArts' *Lego Star Wars II: The Original Trilogy*. As a percentage of publishing net revenues, net revenues from hand-held platforms decreased from 13% for the year ended March 31, 2007 to 9% for the year ended March 31, 2008. This was mainly attributable to the growth of net revenues from the *Guitar Hero* titles on the next-generation platforms and the *Guitar Hero* titles were not yet available on the hand-held platforms during fiscal 2008. Our first *Guitar Hero* title on the hand-held platform will be released in fiscal 2009.

With the installed base of the NDS and PSP continuing to increase and our increasing presence on hand-held platform, such as *Guitar Hero: On Tour*, and several other titles, we expect fiscal 2009 hand-held net revenues to continue to increase year over year.

## Overall

The platform mix of our future publishing net revenues will likely be impacted by a number of factors, including the ability of hardware manufacturers to continue to increase their installed hardware base for the next-generation platforms, as well as the performance of key product releases from our product release schedule. According to The NPD Group, we were the number one console and handheld software publisher in dollars for fiscal 2008. Additionally, *Guitar Hero III: Legends of Rock*, was the number one best-selling game in dollars in the U.S. and Europe for fiscal 2008, according to The NPD Group, Charttrack, and Gfk. *Call of Duty 4: Modern Warfare* ended the fiscal year as the number two best-selling game worldwide in units, with sell-through of more than 9 million units to date, according to The NPD Group, Charttrack and Gfk. In fiscal 2008, both the Guitar Hero and Call of Duty franchises surpassed a billion dollars in life to date net revenues.

A significant portion of our revenues and profits are derived from a relatively small number of popular titles and franchises each year, so revenues and profits are significantly affected by our ability to release highly successful "hit" titles. For example, for the year ended March 31, 2008, 65% of our consolidated net revenues and 75% of publishing net revenues were derived from net revenues from three franchises. This revenue concentration reflects an industry wide trend, with market share of the top 10 titles of calendar year 2007 doubling versus a year ago, according to The NPD Group. For fiscal 2008, we published three top-10 best-selling titles in dollars overall, according to The NPD Group. Though many of our titles have substantial production or acquisition costs and marketing budgets, once a title recoups these costs, incremental net revenues directly and positively impact operating profits resulting in a disproportionate amount of operating income being derived from these select titles. We expect that a limited number of titles and franchises will continue to produce a disproportionately large amount of our net revenues and profits.

Three key factors that could affect future publishing and distribution net revenues performance are console hardware pricing, software pricing, and transitions in console platforms. As console hardware moves through its life cycle, hardware manufacturers typically enact price reductions. Reductions in the price of console hardware typically result in an increase in the installed base of hardware owned by consumers. Historically, we have also seen that lower console hardware prices put downward pressure on software pricing. However, we expect console software launch pricing for the next-generation platforms to hold at current levels as a result of the strong consumer acceptance of these price points that has occurred since the launch of the next-generation platforms and the greater product capability and entertainment value of next generation titles. We continue to expect software launch pricing on the PS2 to hold at \$39.99 for top titles on this platform.

### Distribution Net Revenues (amounts in thousands)

March 31, 2008	% of Consolidated Net Revenues	March 31, 2007	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 392,970	14%	\$ 393,974	26%	\$ (1,004)	0%

Distribution net revenues for the year ended March 31, 2008 decreased slightly from \$394.0 million to \$393.0 million year over year. Foreign exchange rates increased reported distribution net revenues by approximately \$24.7 million for the year ended March 31, 2008. Excluding the impact of the changing foreign currency rates, our distribution net revenues decreased \$25.7 million or 7% year over year. The decrease in absolute dollars of distribution net revenues for the year ended March 31, 2008 was primarily due to the effect of the termination of a significant customer, which outweighed the beneficial effect of foreign currency rates. Distribution net revenues as a percentage of consolidated net revenues decreased from 26% for the year ended March 31, 2007 to 14% for the year ended March 31, 2008, primarily due to the significant increase in publishing net revenues.

The mix of distribution net revenues between hardware and software sales varied slightly year over year with approximately 26% of distribution net revenues from hardware sales for the year ended March 31, 2008 as compared to 17% for the year ended March 31, 2007. The mix of future distribution net revenues will be driven by a number of factors including the occurrence of further hardware price reductions instituted by hardware manufacturers, and our ability to establish and maintain distribution agreements with hardware manufacturers, third-party software publishers and retail customers. For fiscal 2009, we expect distribution net revenues to decrease in absolute dollars due to the full year effect of the termination of the significant customer when compared to fiscal 2008.

*Costs and Expenses*

*Cost of Sales—Product Costs (amounts in thousands)*

<u>March 31, 2008</u>	<u>% of Consolidated Net Revenues</u>	<u>March 31, 2007</u>	<u>% of Consolidated Net Revenues</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 1,240,605	43%	\$ 799,587	52%	\$ 441,018	55%

"Cost of sales—product costs" increased 55% from \$799.6 million for the year ended March 31, 2007 to \$1,240.6 million for the year ended March 31, 2008. "Cost of sales—product costs" increased as a result of the revenue growth in our publishing businesses. "Cost of sales—product costs" as a percentage of consolidated net revenues decreased from 52% for the year ended March 31, 2007 to 43% for year ended March 31, 2008. The decrease in "cost of sales—product costs" as a percentage of consolidated net revenues was partially due to a higher percentage of net revenues for fiscal 2008 as compared to fiscal 2007, relating to our publishing business which in general carries a lower percentage "cost of sales—product costs" than our distribution business. Net revenues from our publishing business was 86% of total net revenues for the year ended March 31, 2008 as compared to 74% for the year ended March 31, 2007. As we increase our presence on the next-generation platforms, publishing net revenues during fiscal 2008 included a larger mix of next-generation product sales which carries lower product costs than the other console platforms.

We expect "cost of sales—product costs" as a percentage of consolidated net revenues for fiscal 2009 to be about in line with fiscal 2008.

*Cost of Sales—Software Royalties and Amortization (amounts in thousands)*

<u>March 31, 2008</u>	<u>% of Publishing Net Revenues</u>	<u>March 31, 2007</u>	<u>% of Publishing Net Revenues</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 294,279	12%	\$ 132,353	12%	\$ 161,926	122%

"Cost of sales—software royalties and amortization" as a percentage of publishing net revenues for the year ended March 31, 2008 remained constant from the prior fiscal year at 12%. In absolute dollars, "cost of sales—software royalties and amortization" increased from \$132.4 million for the year ended March 31, 2007 to \$294.3 million for the year ended March 31, 2008. The increase was the result of a larger slate of titles released leading to an increase in net revenues during fiscal 2008 when compared to fiscal 2007.

For fiscal 2009, we expect "costs of sales—software royalties and amortization" as a percentage of publishing net revenues to be about in line with fiscal 2008 levels.

*Cost of Sales—Intellectual Property Licenses (amounts in thousands)*

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 110,551	4%	\$ 46,125	4%	\$ 64,426	140%

"Cost of sales—intellectual property licenses" increased in absolute dollars from \$46.1 million for the year ended March 31, 2007 to \$110.6 million for the year ended March 31, 2008 and remained constant as a percentage of publishing net revenues over the last fiscal year. This was primarily the result of the increase in net revenues and a larger movie slate with higher overall intellectual property costs, offset on a percentage of publishing net revenues by the larger growth of net revenues from titles of our wholly owned intellectual properties, such as *Guitar Hero III: Legends of Rock* and *Call of Duty 4: Modern Warfare*, which do not have significant intellectual property costs.

For fiscal 2009, we expect "costs of sales—intellectual property licenses" as a percentage of publishing net revenues to be about in line with fiscal 2008 levels.

*Product Development (amounts in thousands)*

March 31, 2008	% of Publishing Net Revenues	March 31, 2007	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 269,535	11%	\$ 133,073	12%	\$ 136,462	103%

Product development expenses of \$269.5 million and \$133.1 million represented 11% and 12% of publishing net revenues for the years ended March 31, 2008 and 2007, respectively. The increase in product development expenses primarily resulted from costs incurred during fiscal 2008 to support the greater number of new titles in development, the more technologically advanced nature of those titles, the development costs of those titles that have not yet reached technological feasibility, and exceptional title performance during fiscal 2008 leading to increased costs for studio performance incentive plans.

For fiscal 2009, we expect product development expenses as a percentage of publishing net revenues to be about in line with fiscal 2008 levels.

*Sales and Marketing (amounts in thousands)*

March 31, 2008	% of Consolidated Net Revenue	March 31, 2007	% of Consolidated Net Revenue	Increase/ (Decrease)	Percent Change
\$ 308,143	10%	\$ 196,213	13%	\$ 111,930	57%

Sales and marketing expenses of \$308.1 million and \$196.2 million represented 10% and 13% of consolidated net revenues for the years ended March 31, 2008 and 2007, respectively. The increases in absolute dollars were a result of higher spending associated with several larger and successful releases particularly in the third quarter fiscal 2008 and the movie-based releases in the first quarter fiscal 2008, and several marketing programs conducted in the fourth quarter fiscal 2008. As a result of the success of our title releases, our consolidated net revenues increased by a higher percentage than sales and marketing expenses which led to the decrease of sales and marketing expenses as a percentage of consolidated net revenues.

For fiscal 2009, we expect sales and marketing expenses as a percentage of consolidated net revenues to increase when compared to fiscal 2008 levels because of the effect of revenue deferral as previously discussed and the expected spending increases on sales and marketing to grow market share internationally and to support a larger slate of titles planned in fiscal 2009.

*General and Administrative (amounts in thousands)*

March 31, 2008	% of Consolidated Net Revenues	March 31, 2007	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 195,409	7%	\$ 132,514	9%	\$ 62,895	47%

General and administrative expenses of \$195.4 million and \$132.5 million represented 7% and 9% of consolidated net revenues for the years ended March 31, 2008 and 2007, respectively. Expenses were higher than prior year primarily due to an increase in headcount related costs due to the expansion of RedOctane to support the growth of the Guitar Hero titles, increased bonus accruals due to strong financial performances of the Company, costs related to Activision's pending merger with Vivendi Games, the consolidation and related amortization of intangibles related to DemonWare and Bizarre Creations (acquired in May 2007 and September 2007, respectively) included in our results of operations, and the impact of changes in foreign currency rates.

For fiscal 2009, we expect general and administrative expenses as a percentage of consolidated net revenues to increase when compared to fiscal 2008 levels because of the effect of revenue deferral as previously discussed although the expenses are expected to be about in line with fiscal 2008.

*Operating Income (amounts in thousands)*

	March 31, 2008	% of Segment/ Consolidated Net Revs	March 31, 2007	% of Segment/ Consolidated Net Revs	Increase/ (Decrease)	Percent Change
Publishing	\$ 461,718	18%	\$ 64,076	6%	\$ 397,642	621%
Distribution	17,896	5%	9,071	2%	8,825	97%
Consolidated	\$ 479,614	17%	\$ 73,147	5%	\$ 406,467	556%

Publishing operating income for the year ended March 31, 2008 increased \$397.6 million from \$64.1 million for fiscal 2007 to \$461.7 million for fiscal 2008. The increase was primarily due to:

- The strong performance of our fiscal 2008 titles, leading to the substantial growth in our publishing segment which in general has a higher operating margin than our distribution segment.
- Cost control relative to significant growth in net revenues.

Distribution operating income for the year ended March 31, 2008 increased over the last fiscal year, from \$9.1 million to \$17.9 million. The results from the distribution business have improved primarily due to the effect of foreign currency rates, higher operating margin as a result of the termination of a significant customer that generated limited operating income, and the strong performance of Activision titles for the year ended March 31, 2008.

*Investment Income, Net (amounts in thousands)*

March 31, 2008	% of Consolidated Net Revenues	March 31, 2007	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 51,254	2%	\$ 36,678	2%	\$ 14,576	40%

Investment income, net for the year ended March 31, 2008 was \$51.3 million as compared to \$36.7 million for the year ended March 31, 2007. The increase was primarily due to higher yields earned on our increasing portfolio of investments and cash equivalents, and a net realized gain in the fourth quarter fiscal 2008 of \$1.1 million on the sale of investments.

Provision for Income Taxes (amounts in thousands)

March 31, 2008	% of Pre Tax Income	March 31, 2007	% of Pre Tax Income	Increase/ (Decrease)	Percent Change
\$ 185,985	35%	\$ 24,038	22%	\$ 161,947	674%

The income tax provision of \$186.0 million for the year ended March 31, 2008 reflects our effective income tax rate of 35%. While our effective income tax rate for the year equals our statutory rate there are certain items that would normally generate a variance between the two rates. Those items are the federal and state research and development tax credits and the impact of foreign tax rate differentials partially offset by state taxes. However, the net effect for the year is approximately zero.

The aforementioned effective income tax rate for the year ended March 31, 2008 of 35% differs from our effective income tax rate of 22% for the year ended March 31, 2007 due to an increase in pretax income for fiscal 2008 versus the pretax income for fiscal 2007, without a corresponding increase in the benefit of book/tax differences. The lower effective income tax rate in fiscal 2007 was also due to the reversal of valuation allowance.

Net Income

Net income for the year ended March 31, 2008 was \$344.9 million or \$1.10 per diluted earnings per share, as compared to net income of \$85.8 million or \$0.28 per diluted earnings per share for the year ended March 31, 2007.

Results of Operations—Fiscal Years Ended March 31, 2007 and 2006

Net Revenues

The following table details our consolidated net revenues by business segment and our publishing net revenues by territory for the years ended March 31, 2007 and 2006 (amounts in thousands):

	For the fiscal years ended March 31,		Increase/ (Decrease)	Percent Change
	2007	2006		
Publishing net revenues				
North America	\$ 753,376	\$ 710,040	\$ 43,336	6%
Europe	324,999	404,157	(79,158)	(20)%
Other	40,663	40,466	197	—%
Total international	365,662	444,623	(78,961)	(18)%
Total publishing net revenues	1,119,038	1,154,663	(35,625)	(3)%
Distribution net revenues	393,974	313,337	(80,637)	26%
Consolidated net revenues	\$ 1,513,012	\$ 1,468,000	\$ 45,012	3%

The increase in consolidated net revenues for fiscal 2007 was driven by the following:

- Strong performance of our North American publishing unit led to a year over year increase in net revenues of \$43.3 million or 6%. In the third quarter fiscal 2007, we released a focused but high quality slate of titles, which resulted in strong consumer demand for our new releases in the third quarter, continuing reorders in the fourth quarter and strong price realization. In fiscal 2007, our major releases included *Call of Duty 3*, *Guitar Hero 2*, *Marvel: Ultimate Alliance*, *Tony Hawk's Project 8*, *Over the Hedge*, *X-Men: Official Game*, *Shrek Smash N' Crash*, *Tony Hawk's Downhill Jam*, *Series of Poker Tournament of Champions*, *Pimp My Ride*, and titles for our Cabela's History Channel and new Barbie franchises. In fiscal 2006, we released the following

major releases: *Doom 3* for the Xbox, *Madagascar*, *Fantastic Four*, *Ultimate Spider-Man*, *X-Men Legends II*, *THAW*, *Call of Duty 2*, *Call of Duty 2: Big Red One*, *GUN*, *True Crime: New York City*, *Quake 4*, *Shrek SuperSlam*, *The Movies*, *Cabela's Dangerous Hunts 2*, and *World Series of Poker*.

- An increase in net revenues from our distribution business due to a stronger release schedule for certain third-party publishers, higher revenues from hardware sales related to the launch of PS3 and Nintendo Wii, as well as ongoing sales of NDS and PSP, and the addition of a significant new customer in the second quarter fiscal 2007.
- Impact of the year over year strengthening of the Great Britain Pound ("GBP"), Euro ("EUR") and Australian Dollar ("AUD") in relation to the United States Dollar ("USD"). Foreign exchange rates increased reported net revenues by approximately \$51.6 million or 4% for the year ended March 31, 2007. Excluding the impact of changing foreign currency rates, our consolidated net revenues remained about in line with prior year.

Partially offset by:

- A decrease in publishing net revenues from our European publishing operations primarily due to a more focused slate in fiscal 2007, and a decrease in our affiliate business as only one title, LucasArts' *Star Wars Lego 2* was released in 2007, whereas two strong affiliate titles, LucasArts' *Star Wars: Episode III Revenge of the Sith* and LucasArts' *Star Wars Battlefront II*, were released in fiscal 2006.

*North America Publishing Net Revenues (amounts in thousands)*

March 31, 2007	% of Consolidated Net Revenues	March 31, 2006	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 753,376	50%	\$ 710,040	48%	\$ 43,336	6%

North America publishing net revenues increased 6% from \$710.0 million for the year ended March 31, 2006 to \$753.4 million for the year ended March 31, 2007. Although the company released fewer titles in fiscal 2007, the high quality slate drove strong consumer demand and enabled the company to maintain pricing and record lower provisions for returns and price protection than in fiscal 2006. Net revenues were impacted by strong performances from *Guitar Hero 2*, *Call of Duty 3*, *Marvel: Ultimate Alliance* and *Tony Hawk's Project 8*. North America publishing net revenues increased as a percentage of consolidated net revenues from 48% for the year ended March 31, 2006 to 50% for the year ended March 31, 2007. The increase in the percentage of consolidated net revenues is due to a combination of strong performance in North America and a decrease in our international publishing net revenues due to a smaller slate and a decrease in the number of affiliate titles in Europe released in fiscal 2007.

*International Publishing Net Revenues (amounts in thousands)*

March 31, 2007	% of Consolidated Net Revenues	March 31, 2006	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 365,662	24%	\$ 444,623	30%	\$ (78,961)	(18)%

International publishing net revenues decreased by 18% from \$444.6 million for the year ended March 31, 2006 to \$365.7 million for the year ended March 31, 2007. Additionally, international publishing net revenues as a percentage of consolidated net revenues decreased from 30% for the year ended March 31, 2006 to 24% for the year ended March 31, 2007. The decrease in international publishing net revenues was primarily due to the decrease in the number of titles released internationally in fiscal 2007. Additionally, in Europe, our net revenues were impacted by a decrease in revenues from our affiliate titles. Fiscal 2006 included the successful LucasArts' titles, *Star Wars*:

Revenge of the Sith and Star Wars Battlefront II, while fiscal 2007 included one major affiliate label release, LucasArts' *Lego Star Wars II: The Original Trilogy*. The decrease in international publishing net revenues was partially offset by a year over year strengthening of the EUR and the GBP in relation to the USD, which increased reported net revenues for fiscal 2007 by approximately \$24.2 million. Excluding the impact of changing foreign currency rates, our international publishing net revenues decreased 23% year over year.

#### Publishing Net Revenues by Platform

Publishing net revenues decreased 3% from \$1,154.7 million for the year ended March 31, 2006 to \$1,119.0 million for the year ended March 31, 2007. The following table details our publishing net revenues by platform and as a percentage of total publishing net revenues for the years ended March 31, 2007 and 2006 (amounts in thousands):

	Year Ended March 31, 2007	% of Publishing Net Revs	Year Ended March 31, 2006	% of Publishing Net Revs	Increase/ (Decrease)	Percent Change
<b>Publishing Net Revenues</b>						
PC	\$ 78,886	7%	\$ 183,457	16%	\$ (104,571)	(57)%
<b>Console</b>						
Sony PlayStation 3	53,842	5%	—	—%	53,842	n/a
Sony PlayStation 2	500,927	45%	422,239	36%	78,688	19%
Microsoft Xbox360	200,394	18%	102,809	9%	97,585	95%
Microsoft Xbox	54,232	5%	205,864	18%	(151,632)	(74)%
Nintendo Wii	54,636	5%	—	—%	54,636	n/a
Nintendo GameCube	22,761	2%	80,964	7%	(58,203)	(72)%
Other	3	—%	469	—%	(466)	(99)%
<b>Total console</b>	<b>886,795</b>	<b>80%</b>	<b>812,345</b>	<b>70%</b>	<b>74,450</b>	<b>9%</b>
<b>Hand-held</b>						
Game Boy Advance	48,478	4%	79,738	7%	(31,260)	(39)%
PlayStation Portable	49,931	4%	52,016	5%	(2,085)	(4)%
Nintendo Dual Screen	54,948	5%	27,107	2%	27,841	103%
<b>Total hand-held</b>	<b>153,357</b>	<b>13%</b>	<b>158,861</b>	<b>14%</b>	<b>(5,504)</b>	<b>(3)%</b>
<b>Total publishing net revenues</b>	<b>\$ 1,119,038</b>	<b>100%</b>	<b>\$ 1,154,663</b>	<b>100%</b>	<b>\$ (35,625)</b>	<b>(3)%</b>

#### Personal Computer Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 78,886	7%	\$ 183,457	16%	\$ (104,571)	(57)%

Net revenues from sales of titles for the PC decreased 57% from \$183.5 million and 16% of publishing net revenues for the year ended March 31, 2006 to \$78.9 million and 7% of publishing net revenues for the year ended March 31, 2007. The decreases were primarily due to the strong performance of our fiscal 2006 PC releases, as well as a decrease in the number of titles released for the PC during fiscal 2007 as compared to fiscal 2006. In fiscal 2006, we released the highly successful PC title, *Call of Duty 2*, which was ranked by NPD Funworld as the number two best selling PC title in the United States for the third quarter fiscal 2006, as well as *Quake 4*, *The Movies*, and *Doom 3: Resurrection of Evil*. This compares to fiscal 2007 where net revenues were primarily derived from catalog sales of *Call of Duty 2*, *Quake 4* and *The Movies*, as well as revenues from our European affiliate title LucasArts' *Lego Star Wars II: The Original Trilogy*.

Sony PlayStation 3 Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 53,842	5%	\$ —	—%	\$ 53,842	n/a

The PS3 was released in November 2006 in North America and in March 2007 in Europe. Consistent with our goal of having a significant presence at the launch of each new platform, we released three titles concurrently with the hardware releases: *Call of Duty 3*, *Marvel: Ultimate Alliance*, and *Tony Hawk's Project 8*. All of these titles were released at premium retail pricing (i.e. \$59.99 in the United States).

Sony PlayStation 2 Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 500,927	45%	\$ 422,239	36%	\$ 78,688	19%

Net revenues from sales of titles for the PS2 increased 19% from \$422.2 million for the year ended March 31, 2006 to \$500.9 million for the year ended March 31, 2007. Although we released a fewer number of major titles for the PS2 in fiscal 2007, the strong performance of these releases, particularly the PS2 exclusive title *Guitar Hero 2*, resulted in higher net revenues in absolute dollars and as a percentage of publishing net revenues. The key titles impacting the fiscal 2007 results were *Call of Duty 3*, the #3 title overall for the third quarter fiscal 2007, according to NPD Funworld, and *Guitar Hero 2* (game and accessories), the #1 best selling title on the PS2 platform for the third quarter fiscal 2007 per NPD Funworld. In addition, we released *Marvel: Ultimate Alliance*, *Over the Hedge*, *Tony Hawk's Project 8*, *X-Men: The Official Game*, *Shrek Smash N' Crash Racing* and our European affiliate title, LucasArts' *Star Wars Lego 2*. This compares to fiscal 2006 where we released the PS2 titles *Call of Duty 2: Big Red One*, *Tony Hawk's American Wasteland*, *Shrek SuperSlam*, *GUN*, *True Crime: New York City*, *Madagascar*, *Fantastic Four*, *X-Men Legends 2*, *Ultimate Spiderman* and two affiliate titles in Europe, LucasArts' *Star Wars: Revenge of the Sith* and *Star Wars Battlefront II*.

Microsoft Xbox360 Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 200,394	18%	\$ 102,809	9%	\$ 97,585	95%

Net revenues from sales of titles for the Xbox360 increased 95% from \$102.8 million for the year ended March 31, 2006 to \$200.4 million for the year ended March 31, 2007. As a percentage of publishing net revenues, net revenues from sales of titles for the Xbox360 doubled from 9% for the year ended March 31, 2006 to 18% for the year ended March 31, 2007. These increases are due to the growing installed base for the Xbox360, as well as an increase in the number of titles released. In fiscal 2007, we released ten titles for this platform, and according to NPD Funworld, three of our titles, *Call of Duty 3*, *Tony Hawk's Project 8* and *Marvel: Ultimate Alliance* ranked among the top ten Xbox 360 titles during the third quarter fiscal 2007. In fiscal 2006, we released four titles concurrently with the November 2005 launch of the Xbox360 hardware, *Call of Duty 2*, *THAW*, *Quake 4*, and *GUN*, and we experienced strong sales for these four titles although limited by hardware availability.

Microsoft Xbox Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 54,232	5%	\$ 205,864	18%	\$ (151,632)	(74)%

Net revenues from sales of titles for the Xbox decreased 74% from \$205.9 million for the year ended March 31, 2006 to \$54.2 million for the year ended March 31, 2007. As a percentage of publishing net revenues, net revenues from sales of titles for the Xbox decreased from 18% for the year ended March 31, 2006 to 5% for the year ended March 31, 2007. These decreases were primarily attributable to a slowdown in sales for the Xbox as customers upgrade to the Xbox360, and the reduction in the number of titles released by us for this platform. In fiscal 2007 we released five major titles for Xbox: *Call of Duty 3*, *Tony Hawk's Project 8*, *Marvel: Ultimate Alliance*, *Over the Hedge* and *X-Men: The Official Game*. In fiscal 2006, we released our largest slate including *Call of Duty: Big Red One*, *Tony Hawk's American Wasteland*, *GUN*, *Ultimate Spiderman*, *X-Men Legends 2*, *True Crime: New York City*, *Shrek: SuperSlam*, *Madagascar*, *Fantastic Four* and the Xbox exclusive, *Doom 3*.

Nintendo Wii Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 54,636	5%	\$ —	—%	\$ 54,636	n/a%

The Nintendo Wii was released in November 2006. Consistent with our goal of having a significant presence at the launch of each next generation platform, we released five titles concurrently with the release of Wii; *Call of Duty 3*, *Marvel: Ultimate Alliance*, *World Series of Poker: Tournament of Champions*, *Rapala Tournament Fishing*, and *Tony Hawk's Downhill Jam*. With the strong consumer demand for the platform, our five releases performed well, three of which were top ten Wii titles in the third quarter fiscal 2007, according to NPD Funworld: *Call of Duty 3*, *Marvel Ultimate Alliance* and *Tony Hawk's Downhill Jam*.

Nintendo GameCube Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 22,761	2%	\$ 80,964	7%	\$ (58,203)	(72)%

Net revenues from sales of titles for the Nintendo GameCube decreased 72% from \$81.0 million for the year ended March 31, 2006 to \$22.8 million for the year ended March 31, 2007. The decrease in absolute dollars and as a percentage of publishing net revenues reflects a decrease in the number of new releases in fiscal 2007 compared to fiscal 2006 and a significant slowdown in sales on the GameCube platform as customers transition to the next generation platforms. In fiscal 2006, we released nine major titles: *Madagascar*, *Tony Hawk's American Wasteland*, *Ultimate Spiderman*, *Fantastic Four*, *Call of Duty: Big Red One*, *True Crime: New York City*, *GUN*, *Shrek Super Slam* and *X-Men Legends 2*. This compares to fiscal 2007 when we released four titles: *Over the Hedge*, *X-Men: The Official Game*, *Shrek Smash N' Crash Racing*, and our European affiliate title, *Star Wars Lego 2*.

Hand-held Net Revenues (amounts in thousands)

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 153,357	13%	\$ 158,861	14%	\$ (5,504)	(3)%

Net revenues from sales of titles for the hand-held platforms decreased 3% from \$158.9 million for the year ended March 31, 2006 to \$153.4 million for the year ended March 31, 2007. Hand-held net revenues as a percentage of publishing net revenues decreased slightly from 14% to 13%. Within the hand-held platforms, net revenues for the GBA platform decreased 39%, from \$79.7 million for the prior fiscal year, to \$48.5 million for fiscal 2007, PSP decreased by 4%, from \$52.0 million to \$49.9 million, and net revenues for the NDS doubled from \$27.1 million for fiscal 2006 to \$54.9 million for the current year. The decrease in net revenues for GBA is primarily related to slower GBA sales due to wider acceptance of the NDS platform. The net revenue increase for NDS reflects the strong performance of our key fiscal 2007 titles which includes *Over the Hedge*, *Tony Hawk's Downhill Jam*, *X-Men: The Official Game*, *Spider-Man: Battle for New York* and LucasArts' *Star Wars Lego 2* in Europe, as the platform continued to gain consumer acceptance and market share. PSP net revenues for fiscal 2007 were slightly lower than the previous year. In fiscal 2006, we released a stronger PSP slate and our titles performed well with the consumer excitement for the March 2005 North America platform launch, and the September 2005 European platform launch. The 2006 slate included *Tony Hawk's Underground 2*, *Spider-Man: The Movie 2*, *X-Men Legends 2*, *World Series of Poker*, and two affiliate titles in Europe. Our key releases in fiscal 2007 were *Marvel: Ultimate Alliance*, *Tony Hawk's Project 8*, *Call of Duty: Roads to Victory*, and one European affiliate title, LucasArts' *Star Wars Lego 2*.

*Distribution Net Revenues (amounts in thousands)*

March 31, 2007	% of Consolidated Net Revenues	March 31, 2006	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 393,974	26%	\$ 313,337	21%	\$ 80,637	26%

Distribution net revenues for the year ended March 31, 2007 increased 26% from the prior fiscal year, from \$313.3 million to \$394.0 million. Foreign exchange rates increased reported distribution net revenues by approximately \$27.3 million for the year ended March 31, 2007. Excluding the impact of the changing foreign currency rates, our distribution net revenues increased \$53.3 million or 17% year over year. This year over year increase was primarily due to the strong releases for certain third-party publishers, increased hardware sales primarily related to the launch of two new platforms in fiscal 2007, the PS3 and the Nintendo Wii, as well as ongoing sales of NDS and PSP hardware, and the addition of a new customer in the second quarter fiscal 2007.

The mix of distribution net revenues between hardware and software sales varied year over year with approximately 17% of distribution net revenues from hardware sales in the year ended March 31, 2007 as compared to 20% in the prior fiscal year. Fiscal 2007 results included the hardware releases of the Nintendo Wii in November 2006 and the PS3 in late March 2007. Fiscal 2006 included the release of the PSP in Europe in the second quarter and the Xbox360 in November 2005. The mix of future distribution net revenues will be driven by a number of factors including the occurrence of further hardware price reductions instituted by hardware manufacturers, and our ability to establish and maintain distribution agreements with hardware manufacturers, third-party software publishers and retail customers.

*Costs and Expenses*

*Cost of Sales—Product Costs (amounts in thousands)*

March 31, 2007	% of Consolidated Net Revenues	March 31, 2006	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 799,587	52%	\$ 734,874	50%	\$ 64,713	9%

"Cost of sales—product costs" represented 52% and 50% of consolidated net revenues for the years ended March 31, 2007 and 2006, respectively. In absolute dollars, "cost of sales—product costs" increased 9% from \$734.9 million for the year ended March 31, 2006 to \$799.6 million for the year

ended March 31, 2007. The primary factors affecting the increase in "cost of sales—product costs" in absolute dollars and as a percentage of consolidated net revenues were:

- An increase in consolidated net revenues of 3% from \$1,468.0 million for the year ended March 31, 2006 to \$1,513.0 million for the year ended March 31, 2007.
- A higher percentage of our business relating to distribution which carries higher product costs than our publishing business.
- Higher net revenues from products for console platforms in absolute dollars and as a percentage of publishing net revenues from \$812.3 million and 70% of publishing net revenues in fiscal 2006 to \$886.8 million and 80% of publishing net revenues in fiscal 2007. Console products have higher costs of sales—product costs associated with them than PC products, due to the royalty payments to hardware manufacturers.

Partially offset by:

- Non-recurring write-downs of inventory costs recorded in fiscal 2006 in the amount of \$14.5 million due to the high level of inventory for certain titles which, due to weaker market conditions and a slow down in re-orders caused by the console transition.

*Cost of Sales—Software Royalties and Amortization (amounts in thousands)*

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 132,353	12%	\$ 147,822	13%	\$ (15,469)	(10)%

"Cost of sales—software royalties and amortization" for the year ended March 31, 2007 decreased as a percentage of publishing net revenues from the prior fiscal year, from 13% to 12%. In absolute dollars, "cost of sales—software royalties and amortization" for the year ended March 31, 2007 also decreased from the prior fiscal year, from \$147.8 million to \$132.4 million. The decreases were mainly due to:

- A decrease in the number of titles released in fiscal 2007 as compared to the prior year when we had the largest slate of new releases in our history. A decrease in amortization of software development costs from internally developed games, was partially offset by increases in royalties for games developed by third party developers.
- Non-recurring costs recorded in fiscal 2006 totaling \$12.6 million, related to impairment charges for a title in development in 2006, and recoverability write-offs related to released titles.

*Cost of Sales—Intellectual Property Licenses (amounts in thousands)*

March 31, 2007	% of Publishing Net Revenues	March 31, 2006	% of Publishing Net Revenues	Increase/ (Decrease)	Percent Change
\$ 46,125	4%	\$ 57,666	5%	\$ (11,541)	(20)%

"Cost of sales—intellectual property licenses" for the year ended March 31, 2007 decreased in absolute dollars and as a percentage of publishing net revenues over the same period last year, from \$57.7 million to \$46.1 million and from 5% to 4%, respectively. The decreases in both absolute dollars and as a percentage of publishing net revenues were due mainly to a decrease in the number of titles with associated intellectual property in fiscal 2007 compared to fiscal 2006. In fiscal 2007, we released the following titles with associated intellectual property: *Marvel: Ultimate Alliance*, *Over the Hedge*, *X-Men: Official Game*, *Guitar Hero 1 and 2*, *Tony Hawk's Project 8* and *Tony Hawk's Downhill Jam*. In fiscal 2006, we released the following titles with associated intellectual property: *Doom 3* for the Xbox, *Madagascar*, *Fantastic Four*, *Ultimate Spider-Man*, *X-Men Legends II*, *THAW*, *Quake IV*, and *Shrek SuperSlam*.

*Product Development (amounts in thousands)*

<u>March 31, 2007</u>	<u>% of Publishing Net Revenues</u>	<u>March 31, 2006</u>	<u>% of Publishing Net Revenues</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 133,073	12%	\$ 132,651	11%	\$ 422	—%

Product development expenses of \$133.1 million and \$132.7 million represented 12% and 11% of publishing net revenues for the years ended March 31, 2007 and 2006, respectively. The increases in both absolute dollars and as a percentage of net revenues was primarily generated by:

- Increased costs incurred to fund more product development capacity at certain studios as well as the addition of Red Octane.
- Increases in product development expenses of \$4.8 million in fiscal 2007 related to stock-based compensation expense as a result of the implementation of SFAS No. 123R.
- Compensation provided to employees in fiscal 2007 to cure tax penalties related to previously-exercised stock options.

Partially offset by:

- Product cancellation charges of \$11.4 million, including termination fees, incurred during fiscal 2006. Given the market conditions, the lower than expected performance of some of our third quarter fiscal 2006 releases, and risks associated with console transition, we performed a thorough review of the then pending product slate. To better align opportunities associated with the next-generation console platforms with income potential and risks associated with certain titles in development, we canceled development of certain titles and permanently removed them from our future title slate. There were no product cancellation charges during fiscal 2007.
- The implementation during fiscal 2007 of certain cost control initiatives including sharing technologies and tools across multiple platforms and studios, increasing our development schedules to facilitate a longer pre-production phase and more predictable workflow times, and outsourcing certain areas of game development to lower cost service providers.

*Sales and Marketing (amounts in thousands)*

<u>March 31, 2007</u>	<u>% of Consolidated Net Revenue</u>	<u>March 31, 2006</u>	<u>% of Consolidated Net Revenue</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 196,213	13%	\$ 283,395	19%	\$ (87,182)	(31)%

Sales and marketing expenses of \$196.2 million and \$283.4 million represented 13% and 19% of consolidated net revenues for the years ended March 31, 2007 and 2006, respectively. The decrease in both absolute dollars and as a percentage of net revenues was a result of the implementation of a more targeted media program which worked more efficiently helped by the overall strength and high quality of our fiscal 2007 title slate. We also released fewer titles in fiscal 2007 compared to fiscal 2006, when we had the largest slate of new releases in our history. The decreases were partially offset by expenses of \$5.1 million in fiscal 2007 related to stock-based compensation expense as a result of the implementation of SFAS No. 123R, as well as sales and marketing expenses associated with the acquisition of the Guitar Hero franchise.

*General and Administrative (amounts in thousands)*

<u>March 31, 2007</u>	<u>% of Consolidated Net Revenues</u>	<u>March 31, 2006</u>	<u>% of Consolidated Net Revenues</u>	<u>Increase/ (Decrease)</u>	<u>Percent Change</u>
\$ 132,514	9%	\$ 96,366	7%	\$ 36,148	38%

General and administrative expenses of \$132.5 million and \$96.4 million represented 9% and 7% of consolidated net revenues for the years ended March 31, 2007 and 2006, respectively. The increases were primarily due to increased legal expenses and professional fees relating primarily to our internal review of historical stock option granting practices, the consolidation of RedOctane into our results of operations, amortization of intangible assets related to the RedOctane acquisition, and stock-based compensation expense of \$10.0 million in fiscal 2007 as a result of the implementation of SFAS No. 123R. These increases were partially offset by the benefits of our cost optimization program launched in the fourth quarter fiscal 2006 and gains on foreign currency.

*Operating Income (amounts in thousands)*

	March 31, 2007	% of Segment Net Revenues	March 31, 2006	% of Segment Net Revenues	Increase/ (Decrease)	Percent Change
Publishing	\$ 64,076	6%	\$ (6,715)	(1)%	70,791	1,054%
Distribution	9,071	2%	21,941	7%	(12,870)	(59)%
<b>Consolidated</b>	<b>\$ 73,147</b>	<b>5%</b>	<b>\$ 15,226</b>	<b>1%</b>	<b>\$ 57,921</b>	<b>380%</b>

Publishing operating income for the year ended March 31, 2007 increased \$70.8 million from the same period last year, from an operating loss of \$6.7 million to operating income of \$64.1 million. The increase was primarily due to:

- The strong performance of our fiscal 2007 titles.
- A decrease in provision for returns and price protection in fiscal 2007 from 18% of consolidated net revenues in fiscal 2006 compared to 9% of consolidated net revenues in fiscal 2007, primarily due to improved market conditions and stronger sell through of our 2007 title releases.
- A significant decrease in sales and marketing spending as a result of improved efficiency in executing our marketing programs.
- The implementation of certain cost control initiatives resulting in decreased product development and general and administrative expenses (excluding expenses related to our internal review of historical stock option granting practices and expenses relating to the informal SEC inquiry and derivative litigation).
- Fiscal 2006 results included cancellation, impairment, and earn-out recoverability charges totaling \$24.0 million. See additional description of charges incurred in the cost of sales—software royalties and amortization and the product development discussions.
- Fiscal 2006 results also included write-downs of inventory costs of \$14.5 million. See additional description in the cost of sales—product costs discussion.

Partially offset by:

- Stock-based compensation expenses of \$22.4 million for the year ended March 31, 2007 as a result of the implementation of SFAS No. 123R.
- Legal and other professional fees of \$26.9 million associated with our internal review of historical stock option granting practices, including expenses relating to the informal SEC inquiry and derivative litigation.
- Amortization of intangible assets related to the RedOctane acquisition of \$11.7 million.

Distribution operating income for the year ended March 31, 2007 decreased over the same period last year, from \$21.9 million to \$9.1 million. The decrease in operating income in 2007 was primarily due to increased business from large mass-market customers for which we earn smaller margins, an

increase in hardware sales which carries a lower margin than software, and higher reserves for inventory obsolescence.

*Investment Income, Net (amounts in thousands)*

March 31, 2007	% of Consolidated Net Revenues	March 31, 2006	% of Consolidated Net Revenues	Increase/ (Decrease)	Percent Change
\$ 36,678	2%	\$ 30,630	2%	\$ 6,048	20%

Investment income, net for the year ended March 31, 2007 was \$36.7 million as compared to \$30.6 million for the year ended March 31, 2006. The increase was primarily due to higher yields earned on our short term investments and cash equivalents, and a realized gain in the third quarter fiscal 2007 of \$1.8 million on the sale of an investment in common stock.

*Provision for Income Taxes (amounts in thousands)*

March 31, 2007	% of Pre Tax Income	March 31, 2006	% of Pre Tax Income	Increase/ (Decrease)	Percent Change
\$ 24,038	22%	\$ 5,605	12%	\$ 18,433	329%

The income tax provision of \$24.0 million for the year ended March 31, 2007 reflects our effective income tax rate of 22%. This is higher than prior years as a result of an increase in pretax income for the year ended March 31, 2007, versus the amount of pretax income for the year ended March 31, 2006, without a corresponding increase in the benefit of book/tax differences. The significant items that generated the variance between our effective rate and our statutory rate of 35% were research and development tax credits, the impact of foreign tax rate differentials, and the elimination of the valuation allowance for research and development tax credits, partially offset by state taxes and the establishment of tax reserves for these credits and other deferred tax assets.

*Net Income*

Net income for the year ended March 31, 2007 was \$85.8 million or \$0.28 per diluted share, as compared to \$40.3 million or \$0.14 per diluted share for the year ended March 31, 2006.

**Selected Quarterly Operating Results**

Our quarterly operating results have in the past varied significantly and will likely vary significantly in the future, depending on numerous factors, several of which are not under our control. See Item 1A—"Risk Factors." Our business also has experienced and is expected to continue to experience significant seasonality, largely due to consumer buying patterns and our product release schedule focusing on those patterns. Net revenues typically are significantly higher during the fourth calendar quarter, primarily due to the increased demand for consumer software during the year-end holiday buying season. Accordingly, we believe that period to period comparisons of our operating results are not necessarily meaningful and should not be relied upon as indications of future performance.

The following table is a comparative breakdown of our unaudited quarterly results for the immediately preceding eight quarters (amounts in thousands, except per share data):

	For the quarters ended							
	March 31, 2008	Dec. 31, 2007	Sept. 30, 2007	June 30, 2007	March 31, 2007	Dec. 31, 2006	Sept. 30, 2006	June 30, 2006
Net revenues	\$ 602,451	\$ 1,482,484	\$ 317,746	\$ 495,455	\$ 312,512	\$ 824,259	\$ 188,172	\$ 188,069
Cost of sales	350,229	762,290	204,956	327,960	216,007	483,180	141,078	137,800
Operating income (loss)	54,533	404,534	(9,545)	30,092	(29,114)	173,120	(37,410)	(33,449)
Net income (loss)	44,163	272,196	698	27,826	(14,422)	142,820	(24,302)	(18,309)
Basic earnings (loss) per share	0.15	0.93	0.00	0.10	(0.05)	0.51	(0.09)	(0.07)
Diluted earnings (loss) per share	0.14	0.86	0.00	0.09	(0.05)	0.46	(0.09)	(0.07)

## Liquidity and Capital Resources

### Sources of Liquidity

	As of and for the years ended March 31,		
	2008	2007	Increase/ (Decrease)
	(amounts in thousands)		
Cash and cash equivalents	\$ 1,396,250	\$ 384,409	\$ 1,011,841
Short-term investments	52,962	570,440	(517,478)
	<u>\$ 1,449,212</u>	<u>\$ 954,849</u>	<u>\$ 494,363</u>
Percentage of total assets	57%	53%	
Cash flows provided by operating activities	\$ 573,500	\$ 27,162	\$ 546,338
Cash flows provided by (used in) investing activities	326,291	(35,242)	361,533
Cash flows provided by financing activities	105,163	27,968	77,195

As of March 31, 2008, our primary source of liquidity is comprised of \$1,396.3 million of cash and cash equivalents and \$53.0 million of short-term investments. Over the last two years, our primary sources of liquidity have included cash on hand at the beginning of the year and cash flows generated from continuing operations. We have also generated cash flows from the issuance of our common stock to employees through the exercise of options, which is described in more detail below in "Cash Flows from Financing Activities." We have not utilized debt financing as a significant source of cash flows. However, we do have available at certain of our international locations credit facilities, which are described below in "Credit Facilities," that can be utilized if needed.

Following the closing of our proposed business combination with Vivendi Games, Inc. (see Note 20 of the Notes to Consolidated Financial Statements included in Item 8), Activision Blizzard, Inc. ("Activision Blizzard") will commence a cash tender offer for up to 146.5 million of its shares at \$27.50 per share. If the tender offer is fully subscribed, the aggregate consideration will be approximately \$4.028 billion. Under the terms of the business combination agreement ("BCA"), we and Vivendi S.A. ("Vivendi") have agreed the purchase of the shares tendered in the tender offer will be funded as follows: (a) the first \$2.928 billion of the aggregate consideration will be funded by Activision Blizzard with proceeds from the share purchase described in Note 20 of the Notes to Consolidated Financial Statements included in Item 8, available cash on hand and, if necessary, borrowings made under one or more new credit facilities; (b) if the aggregate consideration is more than \$2.928 billion, Vivendi has agreed to purchase from Activision Blizzard, at a purchase price of \$27.50 per share, additional newly issued shares of Activision Blizzard common stock in an amount equal to the lesser of (x) \$700.0 million and (y) the excess of the aggregate consideration over \$2.928 billion, which amount will be used to fund the amount of the aggregate consideration that is in excess of \$2.928 billion; and (c) if the aggregate consideration exceeds \$3.628 billion, Activision Blizzard will fund the additional amount of the aggregate consideration that is in excess of \$3.628 billion (up to the maximum aggregate consideration of \$4.028 billion) through borrowings made under the new credit facilities issued by Vivendi (see below and Note 21 of the Notes to Consolidated Financial Statements included in Item 8.)

On April 29, 2008, we, acting on behalf of Activision Blizzard, entered into a senior unsecured credit agreement (the "Credit Agreement") with Vivendi. Borrowings under the Credit Agreement cannot be effected until the consummation of the transactions contemplated by the business combination agreement described above (the "Transactions.") After the closing of the Transactions, among other things, the Company's name will be changed to Activision Blizzard.

After the closing of the Transactions, the Credit Agreement will provide Activision Blizzard with (i) a term loan credit facility (the "Tranche A Facility") in an aggregate amount of up to \$400.0 million to be applied to fund that portion of the post-closing tender offer consideration in excess of

\$3.628 billion as set forth in the BCA, (ii) a term loan credit facility (the "Tranche B Facility") in an aggregate amount of up to \$150.0 million to be applied to repay certain indebtedness of Vivendi Games after the closing in accordance with the terms of the BCA, and (iii) a revolving credit facility (the "Revolving Facility," and collectively with the Tranche A Facility and the Tranche B Facility, the "New Credit Facilities") in an aggregate amount of up to \$475.0 million to be used after the closing of the Transactions for general corporate purposes. In the event the BCA terminates prior to the closing of the Transactions, the New Credit Facilities will terminate effective on the same date (see Note 21 of the Notes to Consolidated Financial Statements included in Item 8).

We believe that we have sufficient working capital (\$1,423.3 million at March 31, 2008), as well as proceeds available from our international credit facilities, to finance our operational requirements for at least the next twelve months, including purchases of inventory and equipment, the funding of the development, production, marketing and sale of new products, the acquisition of intellectual property rights for future products from third parties and the completion of the tender offer in connection with the combination with Vivendi Games.

#### *Cash Flows from Operating Activities*

The primary source of cash flows provided by operating activities typically have included the collection of customer receivables generated by the sale of our products, offset by payments to vendors for the manufacture, distribution, and marketing of our products, third-party developers and intellectual property holders, and our own employees. For the years ended March 31, 2008 and 2007, cash flows from operating activities were \$573.5 million and \$27.2 million, respectively. The principal components comprising cash flows from operating activities for the year ended March 31, 2008 included an increase in amounts collected from customers due to increased net revenues, an increase in accounts payable, accrued expenses and other liabilities partially offset by the increase in inventory and accounts receivables. See an analysis of the change in key balance sheet accounts below in "Key Balance Sheet Accounts." We expect that a primary source of future liquidity, both short-term and long-term, will be the result of cash flows from continuing operations.

A significant operating use of our cash relates to our continued investment in software development and intellectual property licenses. We spent approximately \$168.8 million and \$166.1 million for the years ended March 31, 2008 and 2007, respectively, in connection with the acquisition of publishing or distribution rights for products being developed by third parties, the execution of new license agreements granting us long-term rights to intellectual property of third parties, as well as the capitalization of product development costs relating to internally developed products. We expect that we will continue to make significant expenditures relating to our investment in software development and intellectual property licenses. Our future cash commitments relating to these investments are detailed below in "Commitments." Cash flows from operations are affected by our ability to release highly successful or "hit" titles. Though many of these titles have substantial production or acquisition costs and marketing expenditures, once a title recoups these costs, incremental net revenues typically will directly and positively impact cash flows.

#### *Cash Flows from Investing Activities*

The primary source of cash used in investing activities typically have included capital expenditures, acquisitions of privately held interactive software development companies and publishing companies, and the net effect of purchases and sales/maturities of short-term investment vehicles. The goal of our investments is to maximize return while minimizing risk, maintaining liquidity, coordinating with anticipated working capital needs, and providing for prudent investment diversification.

For the years ended March 31, 2008 and 2007, cash flows provided by and used in investing activities were \$326.3 million and \$35.2 million, respectively. For the year ended March 31, 2008, cash

flows provided by investing activities were primarily the result of proceeds from sales and maturities of investments, as offset by cash paid for business acquisitions, capital expenditures, and purchases of short-term investments. The increase in cash flows provided by investing activities versus the prior year was primarily related to our investment activities as we had a bigger net proceeds from sales and maturities of investments, particularly in the fourth quarter fiscal 2008 as compared to that of fiscal 2007. Such activities were carried out in anticipation of the close of the BCA with Vivendi and the related tender offer (see Note 20 of the Notes to Consolidated Financial Statements included in Item 8), and are part of the reason for the substantial increase in cash and cash equivalents of approximately \$1 billion. We have historically financed our acquisitions through the issuance of shares of common stock or a combination of common stock and cash.

Due to uncertainties surrounding the timing of liquidation of our auction rate securities, which are comprised of AAA-rated student-loan-backed taxable securities, all our investments in such securities were classified as long-term investments in our consolidated balance sheets as of March 31, 2008. Liquidity for these auction rate securities is typically provided by an auction process which allows holders to sell their notes and resets the applicable interest rate at pre-determined intervals, usually every 7 to 35 days. On an industry-wide basis, many auctions have failed, and there is, as yet, no meaningful secondary market for these instruments. Each of the auction rate securities in our investment portfolio as of March 31, 2008 has experienced a failed auction and there is no assurance that future auctions for these securities will succeed. An auction failure means that the parties wishing to sell their securities could not be matched with an adequate volume of buyers. In the event that there is a failed auction, the indenture governing the security requires the issuer to pay interest at a contractually defined rate that is generally above market rates for other types of similar short-term instruments. The securities for which auctions have failed will continue to earn interest at the contractual rate and be auctioned every 7 to 35 days until the auction succeeds, the issuer calls the securities or they mature. As a result, our ability to liquidate and fully recover the carrying value of our auction rate securities in the near term may be limited or not exist.

As there is not yet any meaningful secondary market for these securities, quoted market prices are not available. We estimated the fair market value using valuation models, which take into account both observable market data and non-observable factors, including credit quality, duration, insurance wraps, collateral composition, maximum rate formulas, comparable trading instruments, and likelihood of redemption. Accordingly, we consider the values generated by such valuation models to represent management's best estimate of fair value for the purposes of applying the Statement of Financial Accounting Standards No. 115 *Accounting for Certain Investments in Debt and Equity Securities*.

The change in fair value of the auction rate securities of \$4.3 million was recorded as a component of comprehensive income (loss) in the Consolidated Statement of Changes in Shareholders' Equity for the year ended March 31, 2008, as the decline in fair value is not considered to be "other-than-temporary." We have the intent and ability to hold these securities for a period of time sufficient for a recovery of fair value up to (or beyond) the initial cost of the investment.

Based on our other available cash and expected operating cash flows and financing, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan or to consummate the proposed post-closing tender offer described in Note 20 of the Notes to Consolidated Financial Statements included in Item 8. Additionally we have received indications from certain lenders that we may borrow against the par value of the securities at competitive rates.

#### *Cash Flows from Financing Activities*

The primary source of cash from financing activities has been transactions involving our common stock, including the issuance of shares of common stock to employees. We have not utilized debt

financing as a significant source of cash flows. However, we do have available at certain of our international locations, credit facilities, which are described below in "Credit Facilities," that can be utilized if needed.

For the years ended March 31, 2008 and 2007, cash flows provided by financing activities were \$105.2 million and \$28.0 million, respectively. The increase in cash provided by financing activities for the year ended March 31, 2008 was the result of the issuance of common stock related to employee equity incentive and stock purchase plans. The increase in stock option exercises was primarily due to the performance of our share price and the release in June 2007 of the suspension of stock option exercises implemented while we were not current with the filings we are required to make pursuant to the Exchange Act.

During fiscal 2003, our Board of Directors authorized a buyback program under which we can repurchase up to \$350.0 million of our common stock. Under the program, shares may be purchased as determined by management and within certain guidelines, from time to time, in the open market or in privately negotiated transactions, including privately negotiated structured stock repurchase transactions and through transactions in the options markets. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time or from time to time without prior notice. As of March 31, 2008, we had approximately \$226.2 million available for utilization under the buyback program. We actively manage our capital structure as a component of our overall business strategy. Accordingly, in the future, when we determine that market conditions are appropriate, we may seek to achieve long term value for the shareholders through, among other things, new debt or equity financings or refinancings, share repurchases, and other transactions involving our equity or debt securities.

#### Key Balance Sheet Accounts

##### Accounts Receivable

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
(amounts in thousands)			
Gross accounts receivable	\$ 332,831	\$ 240,112	\$ 92,719
Net accounts receivable	203,420	148,694	54,726

The increase in gross accounts receivable was primarily the result of increased sales volume in the fourth quarter fiscal 2008 of our successful titles *Call of Duty 4: Modern Warfare* and *Guitar Hero III: Legends of Rock* leading to higher net revenues for the fourth quarter fiscal 2008 of \$602.5 million compared to \$312.5 million for the fourth quarter fiscal 2007.

Reserves for returns, price protection and bad debt increased from \$91.4 million at March 31, 2007 to \$129.4 million at March 31, 2008 whereas reserves as a percentage of gross receivables increased from 38% to 39% at March 31, 2007 and 2008, respectively. This was the result of increases in revenues during the fourth quarter fiscal 2008 as compared to the fourth quarter fiscal 2007. Reserves for returns and price protection are a function of the number of units and pricing of titles in retail inventory, which has been consistently applied. (see description of *Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence* in Item 7: *Critical Accounting Policies and Estimates*).

##### Inventories

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
(amounts in thousands)			
Inventories	\$ 146,874	\$ 91,231	\$ 55,643

The increase in inventories at March 31, 2008 compared to March 31, 2007 is primarily the result of the expanding Guitar Hero franchise, and larger slate of titles when compared to fiscal 2007 across all console platforms and our continued international business growth.

#### Software Development

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
	(amounts in thousands)		
Software development	\$ 109,786	\$ 130,922	\$ (21,136)

Software development decreased from \$130.9 million at March 31, 2007 to \$109.8 million at March 31, 2008. The decrease in software development was primarily the result of an increase in amortization related to the increase in the number of titles released in fiscal 2008 and stock option expenses for the year ended March 31, 2008, partially offset by our continued investment in Activision's future product slate of titles.

#### Intellectual Property Licenses

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
	(amounts in thousands)		
Intellectual Property Licenses	\$ 83,551	\$ 100,274	\$ (16,723)

Intellectual property licenses decreased from \$100.3 million at March 31, 2007 to \$83.6 million at March 31, 2008. The decrease in intellectual property licenses primarily resulted from the amortization of intellectual property licenses upon releases of titles during fiscal 2008.

#### Accounts Payable

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
	(amounts in thousands)		
Accounts payable	\$ 129,896	\$ 136,517	\$ (6,621)

The slight decrease in accounts payable of \$6.6 million from March 31, 2007 to March 31, 2008 primarily reflects the timing of the payment of several items.

#### Accrued Expenses and Other Liabilities

	March 31, 2008	March 31, 2007	Increase/ (Decrease)
	(amounts in thousands)		
Accrued expenses and other liabilities	\$ 426,175	\$ 204,652	\$ 221,523

The increase in accrued expenses and other liabilities was primarily driven by:

- Taxes payable as a result of improved profitability leading to utilization of all of our net operating loss carryforwards.
- Increased annual bonuses as a result of our record financial performance.
- Increased royalties payable due to higher net revenues.

See Note 9 of the Notes to Consolidated Financial Statements included in Item 8 for details of accrued expenses and other liabilities.

## *Capital Requirements*

For the fiscal year ending March 31, 2009, we anticipate total capital expenditures of approximately \$35.6 million. Capital expenditures will be primarily for computer hardware and software purchases and various corporate projects.

## *Credit Facilities*

We have revolving credit facilities with our Centresoft subsidiary located in the UK (the "UK Facility") and our NBG subsidiary located in Germany (the "German Facility.")

The UK Facility provided Centresoft with the ability to borrow up to GBP 12.0 million (\$23.9 million), including issuing letters of credit, on a revolving basis as of March 31, 2008. Furthermore, under the UK Facility, Centresoft provided a GBP 0.6 million (\$1.2 million) guarantee for the benefit of our CD Contact subsidiary as of March 31, 2008. The UK Facility bore interest at LIBOR plus 2.0% as of March 31, 2008, is collateralized by substantially all of the assets of the subsidiary and expires in March 2009. The UK Facility also contains various covenants that require the subsidiary to maintain specified financial ratios related to, among others, fixed charges. As of March 31, 2008, we were in compliance with these covenants.

The German Facility provided for revolving loans up to EUR 0.5 million (\$0.8 million) as of March 31, 2008, bore interest at a Eurocurrency rate plus 2.5%, is collateralized by certain of the subsidiary's property and equipment and has no expiration date. No borrowings were outstanding against the German Facility as of March 31, 2008.

As of March 31, 2008, we maintained a \$10.0 million irrevocable standby letter of credit. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain on deposit with the bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder but not reimbursed. At March 31, 2008, the \$10.0 million deposit is included in short-term investments as restricted cash. No borrowings were outstanding as of March 31, 2008.

As of March 31, 2008, our publishing subsidiary located in the UK maintained a EUR 7.0 million (\$11.0 million) irrevocable standby letter of credit. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. The standby letter of credit does not require a compensating balance and is collateralized by substantially all of the assets of the subsidiary and expires in February 2009. No borrowings were outstanding as of March 31, 2008.

## *Commitments*

In the normal course of business, we enter into contractual arrangements with third parties for non-cancelable operating lease agreements for our offices, for the development of products, as well as for the rights to intellectual property. Under these agreements, we commit to provide specified payments to a lessor, developer, or intellectual property holder, based upon contractual arrangements. Typically, the payments to third-party developers are conditioned upon the achievement by the developers of contractually specified development milestones. These payments to third-party developers and intellectual property holders typically are deemed to be advances and are recoupable against future royalties earned by the developer or intellectual property holder based on the sale of the related game. Additionally, in connection with certain intellectual property right acquisitions and development agreements, we will commit to spend specified amounts for marketing support for the related game(s) which is to be developed or in which the intellectual property will be utilized. Additionally, we lease certain of our

facilities and equipment under non-cancelable operating lease agreements. Assuming all contractual provisions are met, the total future minimum commitments for these and other contractual arrangements in place as of March 31, 2008, are scheduled to be paid as follows (amounts in thousands):

	Contractual Obligations(1)			
	Facility & Equipment Leases	Developer & IP	Marketing	Total
Fiscal years ending March 31,				
2009	\$ 19,343	\$ 110,771	\$ 41,401	\$ 171,515
2010	17,028	31,041	22,100	70,169
2011	14,553	34,086	13,100	61,739
2012	10,256	16,586	—	26,842
2013	8,791	21,586	—	30,377
Thereafter	31,201	26,001	—	57,202
Total	\$ 101,172	\$ 240,071	\$ 76,601	\$ 417,844

- (1) We have omitted FIN 48 liabilities from this table due to the inherent uncertainty regarding the timing of potential issue resolution. Specifically, either (a) the underlying positions have not been fully enough developed under audit to quantify at this time or, (b) the years relating to the issues for certain jurisdictions are not currently under audit. At the adoption date of April 1, 2007, we had \$65.5 million of unrecognized tax benefits. At March 31, 2008, we had \$74.2 million of unrecognized tax benefits.

#### **Off Balance Sheet Arrangements**

As of March 31, 2008 and 2007, we did not have any relationships with unconsolidated entities or financial parties, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we do not have any off balance sheet arrangements and are not exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in such relationships.

#### **Financial Disclosure**

We maintain internal control over financial reporting, which generally include those controls relating to the preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America. We also are focused on our "disclosure controls and procedures," which as defined by the Securities and Exchange Commission are generally those controls and procedures designed to ensure that financial and non-financial information required to be disclosed in our reports filed with the Securities and Exchange Commission is reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is communicated to management, including our Chief Executive Officers and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our Disclosure Committee, which operates under the Board approved Disclosure Committee Charter and Disclosure Controls & Procedures Policy, includes senior management representatives and assists executive management in its oversight of the accuracy and timeliness of our disclosures, as well as in implementing and evaluating our overall disclosure process. As part of our disclosure process, senior finance and operational representatives from all of our corporate divisions and business units prepare quarterly reports regarding their current quarter operational performance, future trends, subsequent events, internal controls, changes in internal controls, and other accounting and disclosure-

relevant information. These quarterly reports are reviewed by certain key corporate finance representatives. These corporate finance representatives also conduct quarterly interviews on a rotating basis with the preparers of selected quarterly reports. The results of the quarterly reports and related interviews are reviewed by the Disclosure Committee. Finance representatives also conduct reviews with our senior management team, our internal and external counsel, and other appropriate personnel involved in the disclosure process, as appropriate. Additionally, senior finance and operational representatives provide internal certifications regarding the accuracy of information they provide that is utilized in the preparation of our periodic public reports filed with the Securities and Exchange Commission. Financial results and other financial information also are reviewed with the Audit Committee of the Board of Directors on a quarterly basis. As required by applicable regulatory requirements, the Chief Executive Officers and the Chief Financial Officer review and make various certifications regarding the accuracy of our periodic public reports filed with the Securities and Exchange Commission, our disclosure controls and procedures, and our internal control over financial reporting. With the assistance of the Disclosure Committee, we will continue to assess and monitor our disclosure controls and procedures, and our internal control over financial reporting, and will make refinements as necessary.

### **Recently Issued Accounting Standards**

In December 2007, the FASB issued Statement No. 141(R), *Business Combinations* ("SFAS No. 141(R).") This Statement provides greater consistency in the accounting and financial reporting of business combinations. It requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. Also in December 2007, the FASB issued Statement No. 160, *Non-controlling Interests in Consolidated Financial Statements* ("SFAS No. 160.") This Statement amends Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 141(R) and SFAS No. 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008 with earlier adoption being prohibited. We do not currently have any non-controlling interests in our subsidiaries, and accordingly the adoption of SFAS No. 160 is not expected to have a material impact on our financial statements. We are currently evaluating the impact from the adoption of SFAS No. 141R on our Consolidated Financial Statements.

In September 2006, the FASB issued Statement No. 157 ("SFAS No. 157"), *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 for financial assets and liabilities and is effective for fiscal years beginning after November 15, 2008 for non-financial assets and liabilities. The adoption of SFAS No. 157 is not expected to have a material effect on our financial position or results of operations.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115* ("SFAS No. 159.") SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. Subsequent unrealized gains and losses on items for which the fair value option has been elected will be reported in earnings. The provisions of SFAS No. 159 are effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 159 is not expected to have a material effect on our financial position or results of operations.

In June 2007, the FASB ratified the Emerging Issues Task Force's ("EITF") consensus conclusion on EITF 07-03, *Accounting for Advance Payments for Goods or Services to Be Used in Future Research and Development*. EITF 07-03 addresses the diversity which exists with respect to the accounting for the non-refundable portion of a payment made by a research and development entity for future research and development activities. Under this conclusion, an entity is required to defer and capitalize non-refundable advance payments made for research and development activities until the related goods are delivered or the related services are performed. EITF 07-03 is effective for interim or annual reporting periods in fiscal years beginning after December 15, 2007 and requires prospective application for new contracts entered into after the effective date. The adoption of EITF 07-03 is not expected to have a material impact on our Consolidated Financial Statements.

In March 2008, the FASB issued Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133* ("SFAS No. 161.") SFAS No. 161 changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The guidance in SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. SFAS No. 161 encourages, but does not require, comparative disclosures for earlier periods at initial adoption. We are currently assessing the impact of SFAS No. 161.

## **Inflation**

Our management currently believes that inflation has not had a material impact on continuing operations.

## **Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in interest rates, currency exchange rates, and market prices. Our market risk sensitive instruments are classified as instruments entered into for purposes "other than trading." Our views on market risk are not necessarily indicative of actual results that may occur and do not represent the maximum possible gains and losses that may occur, since actual gains and losses will differ from those estimated, based upon actual fluctuations in interest rates, currency exchange rates, market prices, and the timing of transactions.

### **Interest Rate Risk**

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. We do not use derivative financial instruments in our investment portfolio. We manage our interest rate risk by maintaining an investment portfolio consisting primarily of debt instruments with high credit quality and relatively short average maturities. We also manage our interest rate risk by maintaining sufficient cash and cash equivalent balances such that we are typically able to hold our investments to maturity. As of March 31, 2008, our cash equivalents and short-term investments included debt securities of \$1,171.4 million. Also, as of March 31, 2008, we classified our investments in auction rate securities of \$91.2 million as long-term investments (see Note 1 of the Notes to Consolidated Financial Statements included in Item 8 for summary of significant accounting policies.)

The following table presents the amounts and related weighted average interest rates of our investment portfolio as of March 31, 2008 (amounts in thousands):

	Average Interest Rate	Amortized Cost	Fair Value
<b>Cash equivalents:</b>			
Variable rate	3.09%	\$ 1,129,980	\$ 1,129,980
<b>Short-term investments:</b>			
Fixed rate	5.21%	\$ 41,619	\$ 41,411
<b>Long-term investments:</b>			
Variable rate	6.09%	\$ 95,538	\$ 91,215

Our short-term investments generally mature between three months and thirty months.

#### Currency Exchange Rate Risk

We transact business in many different foreign currencies and may be exposed to financial market risk resulting from fluctuations in currency exchange rates, particularly EUR, GBP, and AUD. The volatility of EUR, GBP, and AUD (and all other applicable currencies) will be monitored frequently throughout the coming year. When appropriate, we enter into hedging transactions in order to mitigate our risk from currency fluctuations. We will continue to use hedging programs in the future and may use currency forward contracts, currency options, and/or other derivative financial instruments commonly utilized to reduce financial market risks if it is determined that such hedging activities are appropriate to reduce risk. We do not hold or purchase any currency contracts for trading purposes. As of March 31, 2008, we had no outstanding exchange forward contracts. As of March 31, 2007, accrued expenses included approximately \$90,000 of pre-tax unrealized losses for the estimated fair value of outstanding currency exchange forward contracts.

#### Market Price Risk

With regard to the structured stock repurchase transactions described in Note 15 of the Notes to Consolidated Financial Statements included in Item 8, at those times when we have structured stock repurchase transactions outstanding, it is possible that at settlement we could take delivery of shares at an effective repurchase price higher than the then market price. As of March 31, 2008, we had no structured stock repurchase transactions outstanding.

#### Item 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of March 31, 2008 and 2007	F-2
Consolidated Statements of Operations for the Years Ended March 31, 2008, 2007, and 2006	F-3
Consolidated Statements of Changes in Shareholders' Equity for the Years Ended March 31, 2008, 2007, and 2006	F-4
Consolidated Statements of Cash Flows for the Years Ended March 31, 2008, 2007, and 2006	F-5
Notes to Consolidated Financial Statements	F-6
Schedule II—Valuation and Qualifying Accounts as of March 31, 2008, 2007, and 2006	F-49
Item 15. Exhibit Index	E-1

Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the consolidated financial statements or the notes thereto.

## **Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

None.

## **Item 9A. CONTROLS AND PROCEDURES**

### **1) Definition and Limitations of Disclosure Controls and Procedures.**

Our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to management, including our Chief Executive Officers and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in our periodic reports. Inherent limitations to any system of disclosure controls and procedures include, but are not limited to, the possibility of human error and the circumvention or overriding of such controls by one or more persons. In addition, we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, and our system of controls may therefore not achieve its desired objectives under all possible future events.

### **2) Evaluation of Disclosure Controls and Procedures.**

Our management, with the participation of the Chief Executive Officers and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2008. Based on this controls evaluation, and subject to the limitations described above, the Chief Executive Officers and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported on a timely basis.

### **3) Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our management, with the participation of our Chief Executive Officers and Chief Financial Officer, conducted an evaluation of the effectiveness, as of March 31, 2008, of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control—Integrated Framework. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of March 31, 2008.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of March 31, 2008 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report included in this annual report on Form 10-K.

#### **4) Changes in Internal Control Over Financial Reporting**

There have not been any changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

#### **Item 9B. OTHER INFORMATION**

None.

## PART III

### **Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2008 Annual Meeting of Shareholders, entitled "Proposal 1—Election of Directors," "Executive Officers and Key Employees," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance Matters—Code of Ethics for Senior Executive and Senior Financial Officers" and "Corporate Governance Matters—Board of Directors and Committees—Audit Committee" to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

### **Item 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2008 Annual Meeting of Shareholders, entitled "Executive Compensation," "Director Compensation" and "Compensation Committee Report" to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2008 Annual Meeting of Shareholders, entitled "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management" to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2008 Annual Meeting of Shareholders, entitled "Certain Relationships and Related Transactions" and "Corporate Governance Matters—Board of Directors and Committees—Director Independence" to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

### **Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item is incorporated by reference to the sections of our definitive Proxy Statement for our 2008 Annual Meeting of Shareholders, entitled "Independent Registered Public Accounting Firm's Fees" to be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year covered by this Form 10-K.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

- (a) 1. *Financial Statements* See Item 8.—Consolidated Financial Statements and Supplementary Data for index to Financial Statements and Financial Statement Schedule on page 75 herein.
2. *Financial Statement Schedule* The following financial statement schedule of Activision, Inc. for the fiscal years ended March 31, 2008, 2007, and 2006 is filed as part of this report and should be read in conjunction with the consolidated financial statements of Activision, Inc.:

Schedule II—Valuation and Qualifying Accounts

Other financial statement schedules are omitted because the information called for is not applicable or is shown either in the consolidated financial statements or the notes thereto.

3. *Exhibits Required by Item 601 of Regulation S-K*
- 2.1 Business Combination Agreement, dated as of December 1, 2007, by and among Activision, Inc., SeGO Merger Corporation, Vivendi S.A., VGAC LLC and Vivendi Games, Inc. (incorporated by reference to Exhibit 2.1 of Activision's Form 8-K, filed December 6, 2007).
- 3.1 Amended and Restated Certificate of Incorporation of Activision Holdings, dated June 9, 2000 (incorporated by reference to Exhibit 2.5 of Activision's Form 8-K, filed June 16, 2000).
- 3.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Activision Holdings dated as of June 9, 2000 (incorporated by reference to Exhibit 2.7 of Activision's Form 8-K, filed June 16, 2000).
- 3.3 Certificate of Designation of Series A Junior Preferred Stock of Activision, Inc. dated as of December 27, 2001 (incorporated by reference to Exhibit 3.4 of Activision's Form 10-Q for the quarter ended December 31, 2001).
- 3.4 Certificate of Amendment of Amended and Restated Certificate of Incorporation, as amended, of Activision, Inc., dated as of April 4, 2005 (incorporated by reference to Exhibit 3.1 of Activision's Form 8-K, filed April 5, 2005).
- 3.5 Certificate of Designation of Series A Junior Preferred Stock of Activision, Inc. dated August 4, 2005 (incorporated by reference to Exhibit 3.1 of Activision's Form 8-K, filed August 5, 2005).
- 3.6 Third Amended and Restated By-Laws of Activision, Inc., dated September 27, 2007 (incorporated by reference to Exhibit 3.6 to Activision's Registration Statement on Form S-8, Registration No. 333-146431, filed October 1, 2007).
- 4.1 Rights Agreement dated as of April 18, 2000, between Activision, Inc. and Continental Stock Transfer & Trust Company, which includes as exhibits the form of Right Certificates as Exhibit A, the Summary of Rights to Purchase Series A Junior Preferred Stock as Exhibit B and the form of Certificate of Designation of Series A Junior Preferred Stock of Activision as Exhibit C, (incorporated by reference to Activision's Registration Statement on Form 8-A, Registration No. 001-15839, filed April 19, 2000).
- 4.2 Amendment No. 1 to the Rights Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Continental Stock Transfer & Trust Company, as rights agent (incorporated by reference to Exhibit 4.1 of Activision's Form 8-K, filed December 6, 2007).
- 10.1 Activision, Inc. 1991 Stock Option and Stock Award Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-K for the year ended March 31, 2002).

- 10.2 Amendment to the 1991 Stock Option and Stock Award Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.1 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.3 Activision, Inc. 1998 Incentive Plan, as amended (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended September 30, 2001).
- 10.4 Amendment to the 1998 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.2 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.5 Activision, Inc. 1999 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.6 Amendment to the 1999 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.3 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.7 Activision, Inc. 2001 Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.8 Amendment to the 2001 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.4 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.9 Activision, Inc. 2002 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2003).
- 10.10 Amendment to the 2002 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.5 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.11 Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 4.1 of Activision's Form S-8, Registration No. 333-100114 filed September 26, 2002).
- 10.12 Amendment to the 2002 Executive Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.6 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.13 Activision, Inc. 2002 Studio Employee Retention Incentive Plan (incorporated by reference to Exhibit 4.1 of Activision's Form S-8, Registration No. 333-103323 filed February 19, 2003).
- 10.14 Amendment to the 2002 Studio Employee Retention Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.7 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.15 Activision, Inc. Third Amended and Restated 2002 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 of Activision's Current Report on Form 8-K filed October 23, 2006).
- 10.16 Activision, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan for International Employees (incorporated by reference to Exhibit 10.1 of Activision's Current Report on Form 8-K filed October 23, 2006).
- 10.17 Activision, Inc. Sub-Plan to the Second Amended And Restated 2002 Employee Stock Purchase Plan for International Employees for Eligible Employees in the European Economic Area.
- 10.18 Australian Addendum to the Activision, Inc. Sub-Plan to the Second Amended And Restated 2002 Employee Stock Purchase Plan for International Employees for Eligible Employees.

- 10.19 Activision, Inc. Amended and Restated 2003 Incentive Plan (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.20 Amendment to the 2003 Executive Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.9 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.21 Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 99.1 to Activision's Registration Statement on Form S-8, Registration No. 333-146431, filed October 1, 2007).
- 10.22 Australian Addendum to the Activision, Inc. 2007 Incentive Plan.
- 10.23 Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 1998 Incentive Plan (incorporated by reference to Exhibit 10.1 of Activision's Form 8-K, filed May 31, 2005).
- 10.24 Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 1999 Incentive Plan (incorporated by reference to Exhibit 10.2 of Activision's Form 8-K, filed May 31, 2005).
- 10.25 Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 2001 Incentive Plan (incorporated by reference to Exhibit 10.3 of Activision's Form 8-K, filed May 31, 2005).
- 10.26 Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 10.4 of Activision's Form 8-K, filed May 31, 2005).
- 10.27 Form of Executive Stock Option Agreement for grants to Robert Kotick or Brian Kelly issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.40 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.28 Form of Non-Executive Stock Option Agreement for grants to persons other than Robert Kotick or Brian Kelly and non-employee directors issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.41 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.29 Form of Non-Employee Director Stock Option Agreement for grants to non-employee directors issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.17 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.30 Notice of Share Option Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.18 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.31 Notice of Share Option Award for grants to non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.19 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.32 Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.20 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.33 Notice of Restricted Share Unit Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.21 of Activision's Form 10-K for the year ended March 31, 2007).

- 10.34 Notice of Stock Option Award for grants to persons other than non-employee directors pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.9 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.35 Notice of Stock Option Award for grants to non-employee directors pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.10 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.36 Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.11 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.37 Notice of Restricted Share Unit Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.12 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.38 Notice of Restricted Share Unit Award for grants to non-employee directors upon their initial election to the board or upon their tenth continuous year of service on the board issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.13 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.39 Notice of Restricted Share Unit Award for grants to non-employee directors upon their reelection to the board (other than in connection with 10 years of continuous service) issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.14 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.40 Employment Agreement, dated July 22, 2002, between Ronald Doornink and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.6 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.41 Amendment, dated February 27, 2003, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.34 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.42 Amendment, dated June 1, 2004, to Employment Agreement dated July 22, 2002, between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended June 30, 2004).
- 10.43 Amendment, dated June 15, 2005, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.44 Amendment, dated June 4, 2007, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2007).
- 10.45 Employment Agreement, dated June 15, 2005, between Michael Griffith and Activision Publishing, Inc (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.46 Amendment to Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Michael Griffith (incorporated by reference to Exhibit 10.7 of Activision's Form 8-K, filed December 6, 2007).
- 10.47 Stock Option Agreement, dated June 15, 2005, between Michael Griffith and Activision, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended June 30, 2005).

- 10.48 Restricted Stock Agreement, dated June 15, 2005, between Michael Griffith and Activision, Inc. (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.49 Employment Agreement, dated September 9, 2005, between Thomas Tippl and Activision Publishing, Inc (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.50 Stock Option Agreement, dated October 3, 2005, between Thomas Tippl and Activision, Inc. (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.51 Restricted Stock Agreement, dated October 3, 2005, between Thomas Tippl and Activision, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.52 Employment Agreement, dated September 18, 2006, between Brian Hodous and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended December 31, 2006).
- 10.53 Letter Agreement, dated September 6, 2006, between Brian Hodous and Activision, Inc. (incorporated by reference to Exhibit 10.44 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.54 Notice of Share Option Award to, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.45 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.55 Notice of Restricted Stock Award, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.46 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.56 Notice of Restricted Stock Award, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.47 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.57 Employment Agreement, dated October 1, 2006, between Robin Kaminsky and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended December 31, 2006).
- 10.58 Notice of Share Option Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.59 Notice of Share Option Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.60 Notice of Restricted Stock Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.61 Notice of Restricted Stock Award to Robin Kaminsky, dated as of October 19, 2006, between Activision and Robin Kaminsky (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended September 30, 2007).

- 10.62 Employment Agreement, dated September 11, 2007, between George Rose and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.7 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.63 Notice of Share Option Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.12 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.64 Notice of Restricted Share Unit Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.13 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.65 Employment Agreement, dated September 12, 2007, between Ann Weiser and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.66 Notice of Share Option Award to Ann Weiser, dated September 28, 2007 (incorporated by reference to Exhibit 10.14 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.67 Notice of Restricted Share Unit Award to Ann Weiser, dated September 28, 2007 (incorporated by reference to Exhibit 10.15 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.68 Amended and Restated Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.3 of Activision's Form 8-K, filed December 6, 2007).
- 10.69 Replacement Bonus Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.5 of Activision's Form 8-K, filed December 6, 2007).
- 10.70 Stock Option Agreement, dated May 22, 2000, between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ending September 30, 2000).
- 10.71 Notice of Stock Option Award to Robert A. Kotick, dated December 5, 2007.
- 10.72 Amended and Restated Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.4 of Activision's Form 8-K, filed December 6, 2007).
- 10.73 Replacement Bonus Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.6 of Activision's Form 8-K, filed December 6, 2007).
- 10.74 Stock Option Agreement, dated May 22, 2000, between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ending September 30, 2000).
- 10.75 PlayStation 2 CD-ROM/DVD-ROM Licensed Publisher Agreement, dated as of April 1, 2000, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.9 of Activision's Form S-3, Registration No. 333-101271, filed January 14, 2003).\*

- 10.76 Letter regarding Modification of Territory for PlayStation 2 CD-ROM/DVD-ROM Licensed Publisher Agreement, dated as of June 11, 2004, from Sony Computer Entertainment America Inc. to Activision, Inc. (incorporated by reference to Exhibit 10.50 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.77 PlayStation 2 Licensed Publisher Agreement, dated as of March 23, 2001, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.10 of Activision's Form S-3, Registration No. 333-101271, filed January 14, 2003).\*
- 10.78 PlayStation Portable ("PSP") Licensed PSP Publisher Agreement, dated September 15, 2004, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.46 of Activision's Form 10-K for the year ended March 31, 2005).\*
- 10.79 PlayStation Portable ("PSP") Licensed PSP Publisher Agreement, dated September 27, 2005, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.60 of Activision's Form 10-K for year ended March 31, 2006).\*
- 10.80 Global PlayStation 3 Format Licensed Publisher Agreement, dated March 5, 2007, between Sony Computer Entertainment America, Inc. and Activision, Inc (incorporated by reference to Exhibit 10.54 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.81 Confidential License Agreement for the Nintendo DS (Western Hemisphere), dated as of October 11, 2004, between Nintendo Co., Ltd. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.82 First Amendment to Confidential License Agreement for Nintendo DS (Western Hemisphere), dated as of July 16, 2007, between Nintendo Co., Ltd. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.6 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.83 License Agreement for the Nintendo DS System (EEA, Australia and New Zealand), dated June 20, 2006, between Nintendo Co., Ltd. and Activision, Inc. (incorporated by reference to Exhibit 10.61 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.84 Confidential License Agreement for the Wii Console (Western Hemisphere), dated September 12, 2007, between Nintendo of America, Inc. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.9 of Activision's Form 10-Q for the quarter ended September 30, 2007).\*
- 10.85 Confidential License Agreement for the Wii Console (EEA, Australia and New Zealand), dated December 3, 2007, between Nintendo Co., Ltd., Activision, Inc. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended December 31, 2007).\*
- 10.86 Microsoft Corporation Xbox 360 Publisher License Agreement, dated as of October 25, 2005, between Microsoft Licensing, GP and Activision Publishing, Inc (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended December 31, 2005).\*
- 10.87 Xbox 360 Disc Program Addendum to the Xbox 360 Publisher License Agreement, dated as of December 15, 2005, between Microsoft Licensing, GP and Activision Publishing, Inc (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended December 31, 2005).\*

- 10.88 Amendment to the Xbox 360 Publisher Licensing Agreement (Platinum/Classic Hits Program), dated as of October 1, 2006, by and between Microsoft Licensing, GP and Activision, Inc. (incorporated by reference to Exhibit 10.68 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.89 Xbox Live Server Platform Addendum to the Xbox 360 Publisher Licensing Agreement, dated as of February 6, 2007, by and between Microsoft Licensing, GP and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.69 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.90 Chart of Compensation Paid to Non-Employee Directors (incorporated by reference to Exhibit 10.10 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.91 Voting and Lock-Up Agreement, dated as of December 1, 2007, by and among Activision, Inc., Vivendi S.A. and Robert A. Kotick (incorporated by reference to Exhibit 10.1 of Activision's Form 8-K, filed December 6, 2007).
- 10.92 Voting and Lock-Up Agreement, dated as of December 1, 2007, by and among Activision, Inc., Vivendi S.A. and Brian G. Kelly (incorporated by reference to Exhibit 10.2 of Activision's Form 8-K, filed December 6, 2007).
- 14.1 Code of Ethics for Senior Executive and Senior Financial Officers (incorporated by reference to Exhibit 14.1 of Activision's Form 10-K for the year ended March 31, 2004).
- 21.1 Principal subsidiaries of Activision.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 31.1 Certification of Robert A. Kotick pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Michael Griffith pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification of Thomas Tippl pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Robert A. Kotick pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Michael Griffith pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.3 Certification of Thomas Tippl pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 99.1 Risk Factors from Preliminary Proxy Statement Filed by Activision on April 30, 2008.
- 99.2 Stipulation of Settlement, dated May 8, 2008 in In re Activision, Inc. Shareholder Derivative Litigation.
- 99.3 Order Preliminarily Approving Derivative Settlement and Providing for Notice, dated May 13, 2008 in In re Activision, Inc. Shareholder Derivative Litigation.

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\* Portions omitted pursuant to a request for confidential treatment.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 30, 2008

ACTIVISION, INC.

By:                     /s/ MICHAEL GRIFFITH

Michael Griffith  
*President and Chief Executive Officer,*  
*Activision Publishing, Inc.*  
*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By:                     /s/ ROBERT A. KOTICK Chairman, Chief Executive Officer, Activision, Inc., and Director May 30, 2008

(Robert A. Kotick)

By:                     /s/ BRIAN G. KELLY Co-Chairman and Director May 30, 2008

(Brian G. Kelly)

By:                     /s/ MICHAEL GRIFFITH President and Chief Executive Officer of Activision Publishing, Inc. and Principal Executive Officer of Activision, Inc. May 30, 2008

(Michael Griffith)

By:                     /s/ THOMAS TIPPL Chief Financial Officer of Activision Publishing, Inc. and Principal Financial and Accounting Officer of Activision, Inc. May 30, 2008

(Thomas Tippl)

By:                     /s/ ROBERT J. CORTI Director May 30, 2008

(Robert J. Corti)

By:                     /s/ RONALD DOORNINK Director May 30, 2008

(Ronald Doornink)

By:                     /s/ BARBARA S. ISGUR Director May 30, 2008

(Barbara S. Isgur)



## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Activision, Inc.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 8, present fairly, in all material respects, the financial position of Activision, Inc. and its subsidiaries at March 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2008 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 8 presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for share-based compensation in fiscal 2007. As discussed in Note 12 to the consolidated financial statements, the Company changed the manner in which it accounts for uncertain tax positions in fiscal 2008.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP  
Los Angeles, California  
May 30, 2008

ACTIVISION, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share data)

	As of March 31,	
	2008	2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 1,396,250	\$ 384,409
Short-term investments	52,962	570,440
Accounts receivable, net of allowances of \$129,411 and \$91,418 at March 31, 2008 and 2007, respectively	203,420	148,694
Inventories	146,874	91,231
Software development	96,182	107,779
Intellectual property licenses	18,661	27,784
Deferred income taxes	41,242	51,564
Other current assets	23,804	19,332
<b>Total current assets</b>	<b>1,979,395</b>	<b>1,401,233</b>
Long-term investments	91,215	—
Software development	13,604	23,143
Intellectual property licenses	64,890	72,490
Property and equipment, net	54,528	46,540
Deferred income taxes	32,825	48,791
Other assets	15,055	6,376
Goodwill	279,161	195,374
<b>Total assets</b>	<b>\$ 2,530,673</b>	<b>\$ 1,793,947</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 129,896	\$ 136,517
Accrued expenses and other liabilities	426,175	204,652
<b>Total current liabilities</b>	<b>556,071</b>	<b>341,169</b>
Other liabilities	26,710	41,246
<b>Total liabilities</b>	<b>582,781</b>	<b>382,415</b>
Commitments and contingencies (Note 13)		
Shareholders' equity:		
Preferred stock, \$.000001 par value, 3,750,000 shares authorized, no shares issued at March 31, 2008 and 2007	—	—
Series A Junior Preferred stock, \$.000001 par value, 1,250,000 shares authorized, no shares issued at March 31, 2008 and 2007	—	—
Common stock, \$.000001 par value and 450,000,000 shares authorized, 294,651,325 and 283,310,734 shares issued and outstanding at March 31, 2008 and 2007, respectively	—	—
Additional paid-in capital	1,148,880	963,553
Retained earnings	772,660	427,777
Accumulated other comprehensive income	26,352	20,202
<b>Total shareholders' equity</b>	<b>1,947,892</b>	<b>1,411,532</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,530,673</b>	<b>\$ 1,793,947</b>

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Amounts in thousands, except per share data)

	For the fiscal years ended March 31,		
	2008	2007	2006
Net revenues	\$ 2,898,136	\$ 1,513,012	\$ 1,468,000
Costs and expenses:			
Cost of sales—product costs	1,240,605	799,587	734,874
Cost of sales—software royalties and amortization	294,279	132,353	147,822
Cost of sales—intellectual property licenses	110,551	46,125	57,666
Product development	269,535	133,073	132,651
Sales and marketing	308,143	196,213	283,395
General and administrative	195,409	132,514	96,366
Total costs and expenses	2,418,522	1,439,865	1,452,774
Income from operations	479,614	73,147	15,226
Investment income, net	51,254	36,678	30,630
Income before income tax provision	530,868	109,825	45,856
Income tax provision	185,985	24,038	5,605
Net income	\$ 344,883	\$ 85,787	\$ 40,251
Basic earnings per share	\$ 1.19	\$ 0.31	\$ 0.15
Weighted average common shares outstanding	288,957	281,114	273,177
Diluted earnings per share	\$ 1.10	\$ 0.28	\$ 0.14
Weighted average common shares outstanding—assuming dilution	314,731	305,339	294,002

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the fiscal years ended March 31, 2008, 2007, and 2006

(Amounts in thousands)

	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Unearned Compensation	Shareholders' Equity
	Shares	Amount					
<b>Balance, March 31, 2005</b>	<b>268,041</b>	<b>\$ —</b>	<b>\$ 783,917</b>	<b>\$ 301,739</b>	<b>\$ 11,618</b>	<b>\$ —</b>	<b>\$ 1,097,274</b>
Components of comprehensive income:							
Net income for the year	—	—	—	40,251	—	—	40,251
Unrealized appreciation on short-term investments, net of taxes	—	—	—	—	10,576	—	10,576
Foreign currency translation adjustment	—	—	—	—	(5,825)	—	(5,825)
Total comprehensive income							45,002
Issuance of common stock to employees	8,782	—	45,188	—	—	—	45,188
Stock-based compensation	—	—	2,632	—	—	—	2,632
Restricted stock grant	—	—	3,500	—	—	(3,500)	—
Cash distribution for fractional shares	(7)	—	(100)	—	—	—	(100)
Amortization of unearned compensation	—	—	—	—	—	467	467
Tax benefit attributable to employee stock options and common stock warrants	—	—	29,367	—	—	—	29,367
Issuance of common stock to effect business combinations	205	—	2,793	—	—	—	2,793
<b>Balance, March 31, 2006</b>	<b>277,021</b>	<b>—</b>	<b>867,297</b>	<b>341,990</b>	<b>16,369</b>	<b>(3,033)</b>	<b>1,222,623</b>
Components of comprehensive income:							
Net income for the year	—	—	—	85,787	—	—	85,787
Unrealized depreciation on short-term investments, net of taxes	—	—	—	—	(8,224)	—	(8,224)
Foreign currency translation adjustment	—	—	—	—	12,057	—	12,057
Total comprehensive income							89,620
Issuance of common stock to employees	3,532	—	18,956	—	—	—	18,956
Stock-based compensation	—	—	32,077	—	—	—	32,077
Tax benefit attributable to employee stock options and common stock warrants	—	—	11,338	—	—	—	11,338
Issuance of common stock to effect business combinations	2,758	—	36,918	—	—	—	36,918
Reclassification of unearned compensation	—	—	(3,033)	—	—	3,033	—
<b>Balance, March 31, 2007</b>	<b>283,311</b>	<b>—</b>	<b>963,553</b>	<b>427,777</b>	<b>20,202</b>	<b>—</b>	<b>1,411,532</b>
Components of comprehensive income:							
Net income for the year	—	—	—	344,883	—	—	344,883
Unrealized depreciation on investments, net of taxes	—	—	—	—	(1,896)	—	(1,896)
Foreign currency translation adjustment	—	—	—	—	8,046	—	8,046
Total comprehensive income							351,033
Issuance of common stock pursuant to employee stock options, restricted stock rights, employee stock purchase plans and employee bonuses	9,954	—	49,869	—	—	—	49,869
Stock-based compensation expense related to employee stock options, restricted stock rights, and employee stock purchase plans	—	—	55,322	—	—	—	55,322
Tax benefit associated with employee stock options	—	—	57,335	—	—	—	57,335
Issuance of common stock to effect business combinations (see note 8)	1,386	—	25,864	—	—	—	25,864
Employee tender offer (see note 14)	—	—	(3,063)	—	—	—	(3,063)
<b>Balance, March 31, 2008</b>	<b>294,651</b>	<b>\$ —</b>	<b>\$ 1,148,880</b>	<b>\$ 772,660</b>	<b>\$ 26,352</b>	<b>\$ —</b>	<b>\$ 1,947,892</b>

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

	For the fiscal years ended March 31,		
	2008	2007	2006
<b>Cash flows from operating activities:</b>			
Net income	\$ 344,883	\$ 85,787	\$ 40,251
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred income taxes	24,550	(44,092)	(28,453)
Depreciation and amortization	34,128	30,155	14,634
Loss on disposal of property and equipment	1,522	—	—
Realized gain on sale of short term investments	(1,103)	(1,823)	(4,297)
Amortization and write-offs of capitalized software development costs and intellectual property licenses(1)	209,419	91,456	173,602
Stock-based compensation expense(2)	53,565	25,522	3,099
Tax benefit of stock options and warrants exercised	57,335	11,338	29,367
Excess tax benefits from stock option exercises	(57,151)	(9,012)	—
Change in operating assets and liabilities (net of effects of acquisitions):			
Accounts receivable, net	(52,416)	(108,802)	80,405
Inventories	(55,643)	(26,124)	(13,465)
Software development and intellectual property licenses	(168,768)	(166,138)	(193,927)
Other assets	(11,816)	7,294	(2,038)
Accounts payable	(6,497)	41,115	(19,985)
Accrued expenses and other liabilities	201,492	90,486	6,814
Net cash provided by operating activities	573,500	27,162	86,007
<b>Cash flows from investing activities:</b>			
Cash used in business acquisitions (net of cash acquired)	(68,797)	(30,545)	(6,890)
Capital expenditures	(29,400)	(17,935)	(30,406)
Proceeds from disposal of property and equipment	243	—	—
Increase in restricted cash	(4,050)	—	(7,500)
Purchase of investments	(556,643)	(479,533)	(242,568)
Proceeds from sales and maturities of investments	984,938	492,771	201,568
Net cash provided by (used in) investing activities	326,291	(35,242)	(85,796)
<b>Cash flows from financing activities:</b>			
Proceeds from issuance of common stock to employees and common stock pursuant to warrants	48,012	18,956	45,088
Excess tax benefits from stock option exercises	57,151	9,012	—
Net cash provided by financing activities	105,163	27,968	45,088
Effect of exchange rate changes on cash	6,887	10,190	(4,576)
Net increase in cash and cash equivalents	1,011,841	30,078	40,723
Cash and cash equivalents at beginning of period	384,409	354,331	313,608
Cash and cash equivalents at end of period	\$ 1,396,250	\$ 384,409	\$ 354,331

(1) Excludes amortization of stock-based compensation expense.

(2) Includes the net effects of capitalization and amortization of stock-based compensation expense.

The accompanying notes are an integral part of these consolidated financial statements.

## Notes to Consolidated Financial Statements

**1. Summary of Significant Accounting Policies***Business*

Activision, Inc. ("Activision," the "Company," or "we") is a leading international publisher of interactive entertainment software and peripheral products. We have built a company with a diverse portfolio of products that spans a wide range of categories and target markets and that is used on a variety of game hardware platforms and operating systems. We have created, licensed, and acquired a group of highly recognizable franchises, which we market to a variety of consumer demographics. Our products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music-based gaming and strategy. Our target customer base ranges from casual players to game enthusiasts, children to adults, and mass-market consumers to "value" buyers. We currently offer our products primarily in versions that operate on the Sony PlayStation 2 ("PS2"), Sony PlayStation 3 ("PS3"), Nintendo Wii ("Wii"), and Microsoft Xbox 360 ("Xbox360") console systems, Sony PlayStation Portable ("PSP"), and Nintendo Dual Screen ("NDS") hand-held devices, and the personal computer ("PC"). In prior years, we have also offered our products on the Sony PlayStation ("PS1"), Microsoft Xbox ("Xbox"), Nintendo GameCube ("NGC"), Nintendo Game Boy Advance ("GBA"), and Nintendo 64 ("N64") console systems, and the Nintendo Game Boy Color ("GBC") hand-held device.

Our publishing business involves the development, marketing, and sale of products directly, by license, or through our affiliate label program with certain third-party publishers. Our distribution business consists of operations in Europe that provide logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

We maintain operations in the United States, Canada, the United Kingdom ("UK"), Germany, France, Italy, Spain, Japan, Australia, Sweden, South Korea, Norway, and the Netherlands. In fiscal 2008, operations outside of North America contributed approximately 39% of consolidated net revenues.

*Principles of Consolidation*

The consolidated financial statements include the accounts of Activision, Inc., a Delaware corporation, and its wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

*Cash, Cash Equivalents, and Investments*

Cash and cash equivalents include cash, money markets, and short-term investments with original maturities of not more than 90 days.

Short-term investments generally mature between three and thirty months. Investments with maturities beyond one year may be classified as short-term based on their liquid nature and because such securities represent the investment of cash that is available for current operations. All other investments that are not classified as short-term are classified as long-term investments. All of our investments are classified as available-for-sale and are carried at fair market value with unrealized appreciation (depreciation) reported, net of taxes, as a component of accumulated other comprehensive income (loss) in shareholders' equity. The specific identification method is used to determine the cost of securities disposed with realized gains and losses reflected in investment income, net.

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)***Restricted Cash—Compensating Balances*

We maintained an irrevocable standby letter of credit in the amount of a \$10.0 million as of March 31, 2008 and \$7.5 million as of March 31, 2007. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain with the issuing bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder but not reimbursed. At March 31, 2008 and 2007, \$11.6 million and \$7.5 million, respectively, of restricted cash is included in short-term investments, most of which is related to that standby letter of credit.

*Concentration of Credit Risk*

Financial instruments which potentially subject us to concentration of credit risk consist principally of temporary cash investments and accounts receivable. We place our temporary cash investments with financial institutions. At various times during the fiscal years ended March 31, 2008, 2007, and 2006, we had deposits in excess of the Federal Deposit Insurance Corporation ("FDIC") limit at these financial institutions.

Our customer base includes retail outlets and distributors, including mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores in the United States and countries worldwide. We perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses. We generally do not require collateral or other security from our customers. We had two customers, Wal-Mart and GameStop, that accounted for 14% and 13% of consolidated net revenues for the fiscal year ended March 31, 2008 and 17% and 10% of consolidated gross accounts receivable at March 31, 2008, respectively. These customers were customers of both our publishing and distribution businesses. We had two customers, Wal-Mart and Gamestop, that accounted for 22% and 8% of consolidated net revenues for the year ended March 31, 2007 and 26% and 6% of consolidated gross accounts receivable at March 31, 2007, respectively. For the fiscal year ended March 31, 2006, our two largest customers, Wal-Mart and GameStop, accounted for 22% and 10% of consolidated net revenues, respectively.

*Financial Instruments*

The estimated fair values of financial instruments have been determined using available market information and valuation methodologies described below. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein may not be indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value amounts.

Cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses have been recorded at the fair value due to their short-term nature. Short-term investments are carried at fair value with fair values estimated based on quoted market prices. Long-term investments are comprised of AAA-rated student loan backed taxable auction rate securities. On an industry-wide basis, many auctions have failed, including those for our auction rate securities, and as of yet, a meaningful secondary market for these instruments has not emerged. As a result, quoted market prices are not available, and we estimated the fair market value using valuation models, which take into account both

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

observable market data and non-observable factors including credit quality, duration, insurance wraps, collateral composition, maximum rate formulas, comparable trading instruments, and likelihood of redemption. Accordingly, we consider the values generated by such valuation models to represent management's best estimate of fair value for the purposes of applying the Statement of Financial Accounting Standards No. 115 *Accounting for Certain Investments in Debt and Equity Securities*.

We account for derivative instruments in accordance with Statement of Financial Accounting Standards ("SFAS") No. 133, *Accounting for Derivative Instruments and Hedging Activities*, SFAS No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*, an amendment of SFAS No. 133 and SFAS No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. SFAS No. 133, 138, and 149 require that all derivatives, including foreign exchange contracts, be recognized in the balance sheet in other assets or liabilities at their fair value.

We utilize forward contracts in order to reduce financial market risks. These instruments are used to hedge foreign currency exposures of underlying assets or liabilities. Our accounting policies for these instruments are based on whether they meet the criteria for designation as hedging transactions. Changes in fair value of derivatives that are designated as cash flow hedges, are highly effective, and qualify as hedging instruments, are recorded in other comprehensive income until the underlying hedged item is recognized in earnings. Any ineffective portion of a derivative's change in fair value is immediately recognized in earnings. Changes in fair value of derivatives that do not qualify as hedging instruments are recorded in earnings. The fair value of foreign currency contracts is estimated based on the spot rate of the various hedged currencies as of the end of the period. As of March 31, 2008, we had no outstanding foreign exchange forward contracts. As of March 31, 2007, accrued expenses included approximately \$90,000 of pre-tax unrealized losses for the estimated fair value of outstanding foreign currency exchange forward contracts.

*Software Development Costs and Intellectual Property Licenses*

Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with Statement of Financial Accounting Standards No. 86, *Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed*. Software development costs are capitalized once the technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of "cost of sales—software royalties and amortization," capitalized costs when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to product development expense.

Commencing upon product release, capitalized software development costs are amortized to "cost of sales—software royalties and amortization" based on the ratio of current revenues to total projected revenues for the specific product, generally resulting in an amortization period of six months or less.

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

Intellectual property license costs represent license fees paid to intellectual property rights holders for use of their trademarks, copyrights, software, technology, music or other intellectual property or proprietary rights in the development of our products. Depending upon the agreement with the rights holder, we may obtain the rights to use acquired intellectual property in multiple products over multiple years, or alternatively, for a single product. Prior to the related product's release, we expense, as part of "cost of sales—intellectual property licenses," capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to "cost of sales—intellectual property licenses" based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year.

We evaluate the future recoverability of capitalized software development costs and intellectual property licenses on a quarterly basis. For products that have been released in prior periods, the primary evaluation criterion is actual title performance. For products that are scheduled to be released in future periods, recoverability is evaluated based on the expected performance of the specific products to which the costs relate or in which the licensed trademark or copyright is to be used. Criteria used to evaluate expected product performance include: historical performance of comparable products developed with comparable technology; orders for the product prior to its release; and, for any sequel product, estimated performance based on the performance of the product on which the sequel is based. Further, as many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors, such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property.

Significant management judgments and estimates are utilized in the assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than, and/or revised forecasted or actual costs are greater than, the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Additionally, as noted above, as many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property and the rights holder's continued promotion and exploitation of the intellectual property. Material differences may result in the amount and timing of charges for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

*Inventories*

Inventories are valued at the lower of cost (first-in, first-out) or market.

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)***Property and Equipment*

Property and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the shorter of the estimated useful lives or the lease term: buildings, 25 to 33 years; computer equipment, office furniture and other equipment, 2 to 5 years; leasehold improvements, through the life of the lease. When assets are retired or disposed of, the cost and accumulated depreciation thereon are removed and any resulting gains or losses are recognized in current operations.

*Goodwill and Other Intangible Assets*

We account for goodwill using the provisions of Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*. ("SFAS No. 142.") Under SFAS No. 142, goodwill is deemed to have an indefinite useful life and is not amortized but rather tested at least annually for impairment at the reporting unit level. An impairment loss is recognized if the carrying amount of goodwill is not recoverable and its carrying amount exceeds its fair value. Our impairment tests as of March 31, 2008, 2007, and 2006 did not indicate that goodwill was impaired. Our reporting units are determined based on the guidance provided by SFAS No. 142 and EITF Issue D-101 "Clarification of Reporting Unit Guidance in Paragraph 30 of SFAS No. 142," and at March 31, 2008 consisted of our publishing and distribution operating segments. In accordance with SFAS No. 142, we have not amortized goodwill during the fiscal years ended March 31, 2008, 2007, and 2006. SFAS No. 142 also requires that intangible assets with definite lives be amortized over their estimated useful lives and reviewed for impairment in accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long Lived Assets* ("SFAS No. 144") when events or circumstances indicate that the carrying value may not be recoverable. The Company determined there was no impairment of intangible assets for the years ended March 31, 2008, 2007, and 2006.

*Revenue Recognition*

We recognize revenue from the sale of our products upon the transfer of title and risk of loss to our customers, and once any performance obligations have been completed. Certain products are sold to customers with a street date (the earliest date these products may be sold by retailers). For these products we recognize revenue on the later of the street date or the sale date. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection. With respect to license agreements that provide customers the right to make multiple copies in exchange for guaranteed amounts, revenue is recognized upon delivery of a master copy. Per copy royalties on sales that exceed the guarantee are recognized as earned. Some of our software products provide limited online features at no additional cost to the consumer. Generally, we consider such features to be incidental to the overall product offering and an inconsequential deliverable. Accordingly, we do not defer any revenue related to products containing these limited online features. In instances where online features or additional functionality is considered a substantive deliverable in addition to the software product, we take this into account when applying our revenue recognition policy. This evaluation is performed for each software product when it is released. In fiscal 2008, we determined that one of our software titles, *Enemy Territory: Quake Wars* (which is primarily an online multiplayer personal computer ("PC") game), contains online functionality that constitutes a more-than-inconsequential separate service deliverable in addition to the product, principally because of its importance to game play. As such, our performance obligations for this title extend beyond the sale

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

of the game, which is unique compared to other previously released titles. Vendor-specific objective evidence of fair value ("VSOE") does not exist for the online functionality, as we do not separately charge for this component of the title. As a result, we are recognizing all of the revenue from the sale of this title ratably over an estimated service period, which is currently estimated to be six months beginning the month after shipment. In addition, we are deferring the costs of sales for this title, which includes: manufacturing costs, software royalties and amortization, and intellectual property licenses. Overall, online play functionality is still an emerging area for us. As we move forward, we will monitor this developing functionality and its significance for our products.

With respect to online transactions, such as electronic downloads of titles or product add-ons, revenue is recognized when the fee is paid by the online customer to purchase online content and we are notified by the online retailer that the product has been downloaded. In addition, in order to recognize revenue for both product sales and licensing transactions, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable.

Sales incentives or other consideration given by us to our customers is accounted for in accordance with the Financial Accounting Standards Board's Emerging Issues Task Force ("EITF") Issue 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)*. In accordance with EITF Issue 01-9, sales incentives and other consideration that are considered adjustments of the selling price of our products, such as rebates and product placement fees, are reflected as reductions of revenue. Sales incentives and other consideration that represent costs incurred by us for assets or services received, such as the appearance of our products in a customer's national circular ad, are reflected as sales and marketing expenses.

*Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence*

We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers, and the anticipated timing of other releases in order to assess future demands of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated to ensure that quantities are sufficient to meet the demands from the retail markets, but at the same time are controlled to prevent excess inventory in the channel. We benchmark units to be shipped to our customers using historical and industry data.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances when we elect to decrease the wholesale price of a product by a certain amount and, when granted and applicable, allows customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection are, among other things, compliance with applicable payment terms, and consistent delivery to us of inventory and sell-through reports. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors. Management must make estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres; historical performance of the hardware platform; historical performance of the franchise; console hardware life cycle; Activision sales force and retail customer feedback; industry pricing; weeks of on-hand retail

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

channel inventory; absolute quantity of on-hand retail channel inventory; our warehouse on-hand inventory levels; the title's recent sell-through history (if available); marketing trade programs; and competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy. Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period. Based upon historical experience we believe our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our March 31, 2008 allowance for returns and price protection would impact net revenues by \$1.3 million.

Similarly, management must make estimates of the uncollectibility of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We value inventory at the lower of cost or market. We regularly review inventory quantities on hand and in the retail channel and record a provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

*Shipping and Handling*

Shipping and handling costs, which consist primarily of packaging and transportation charges incurred to move finished goods to customers, are included in "cost of sales—product costs."

*Advertising Expenses*

We expense advertising as incurred, except for production costs associated with media advertising which are deferred and charged to expense the first time the related ad is run. Advertising expenses for the fiscal years ended March 31, 2008, 2007, and 2006 were approximately \$180.3 million, \$98.4 million, and \$192.6 million, respectively, and are included in sales and marketing expense in the Consolidated Statements of Operations.

*Income Taxes*

We account for income taxes using Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ("SFAS No. 109.") Under SFAS No. 109, income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

*Foreign Currency Translation*

The functional currencies of our foreign subsidiaries are their local currencies. All assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at the exchange rate in effect at the end of the period, and revenue and expenses are translated at weighted average exchange rates during the period. The resulting translation adjustments are reflected as a component of accumulated other comprehensive income (loss) in shareholders' equity.

*Comprehensive Income*

Comprehensive income includes net income, unrealized appreciation (depreciation) on short-term and long-term investments and foreign currency translation adjustments.

*Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities or the disclosure of gain or loss contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Earnings Per Common Share*

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for all periods. Diluted earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding, increased by common stock equivalents. Common stock equivalents are calculated using the treasury stock method and represent incremental shares issuable upon exercise of our outstanding options and warrants. However, potential common shares are not included in the denominator of the diluted earnings per share calculation when inclusion of such shares would be anti-dilutive, such as in a period in which a net loss is recorded.

*Stock-Based Compensation*

On April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* ("SFAS No. 123R"), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases made pursuant to the Employee Stock Purchase Plan ("employee stock purchases,") based on estimated fair values. SFAS No. 123R supersedes our previous accounting under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* ("APB No. 25.") In March 2005, the SEC issued Staff Accounting Bulletin No. 107, *Share-Based Payment* ("SAB No. 107") relating to SFAS No. 123R. We have applied the provisions of SAB No. 107 in our adoption of SFAS No. 123R.

## Notes to Consolidated Financial Statements (Continued)

**1. Summary of Significant Accounting Policies (Continued)**

We adopted SFAS No. 123R using the modified prospective transition method, which requires the application of the accounting standard as of April 1, 2006, the first day of our fiscal 2007. Therefore, commencing from our fiscal 2007, the Company's Consolidated Financial Statements reflect the impact of SFAS No. 123R. The Company's Consolidated Financial Statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS No. 123R in accordance with the modified prospective transition method. See Note 14 for additional information.

In November 2005, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") No. FAS 123(R)-3, *Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards* ("FSP No. 123R-3.") We have elected not to adopt the alternative transition method provided in the FSP No. 123R-3 for calculating the tax effects of stock-based compensation pursuant to SFAS No. 123R. We followed paragraph 81 of SFAS No. 123R to calculate the initial pool ("APIC pool") of excess tax benefits and to determine the subsequent impact on the APIC pool and Consolidated Statements of Cash Flows of the tax effects of employee stock-based compensation awards that are outstanding upon adoption of SFAS No. 123R.

SFAS No. 123R requires companies to estimate the fair value of share-based payment awards on the measurement date using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Consolidated Statement of Operations. Stock-based compensation expense recognized under SFAS No. 123R for the fiscal years ended March 31, 2008 and March 31, 2007 was \$53.6 million and \$25.5 million, respectively. Prior to the adoption of SFAS No. 123R, the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with APB No. 25 as allowed under Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* ("SFAS No. 123.") Under APB No. 25, compensation expense was recorded for the issuance of stock options and other stock-based compensation based on the intrinsic value of the stock options and other stock-based compensation on the date of grant or measurement date. Under the intrinsic value method, compensation expense was recorded on the measurement date only if the current market price of the underlying stock exceeded the stock option or other stock-based award's exercise price. For the fiscal year ended March 31, 2006, we recognized \$3.1 million in stock-based compensation expense related to employee stock options and restricted stock, under APB No. 25. See Note 14 for additional information.

Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. Stock-based compensation expense recognized in our Consolidated Statements of Operations for the fiscal year ended March 31, 2008 includes compensation expense for share-based payment awards granted prior to, but not yet vested as of, April 1, 2006 based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS No. 123, and compensation expense for the share-based payment awards granted subsequent to April 1, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123R. As stock-based compensation expense recognized in the Consolidated Statements of Operations for the fiscal year ended March 31, 2008 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

## Notes to Consolidated Financial Statements (Continued)

**2. Investment Income, Net**

Investment income, net is comprised of the following, (amounts in thousands):

	For the fiscal years ended March 31,		
	2008	2007	2006
Interest income	\$ 50,289	\$ 34,952	\$ 26,595
Interest expense	(138)	(97)	(262)
Net realized gain on investments	1,103	1,823	4,297
Investment income, net	\$ 51,254	\$ 36,678	\$ 30,630

**3. Acquisitions***Bizarre Creations*

On September 26, 2007, we acquired 100% of Bizarre Creations Limited ("Bizarre Creations") for an aggregate purchase price of \$67.4 million in cash. In addition, in the event that certain financial performance measures of Bizarre Creations' business over a certain period of time (currently estimated to be 5 years from fiscal 2008) exceed specified target levels, the former shareholders of Bizarre Creations will be entitled to an additional amount of up to \$40.0 million payable in shares of our common stock. The contingent consideration will be recorded as an addition to the purchase price if the specified target levels are met. Based in the United Kingdom (the "UK,") Bizarre Creations is a video game developer focusing on the racing category with its multi-million unit selling franchise Project Gotham Racing, a series for the Microsoft Xbox and the Microsoft Xbox360 platforms. Bizarre Creations has also developed and owns the Geometry Wars intellectual property. We expect that Bizarre Creations will play a role in our growth strategy as we develop intellectual property for the racing genre, expand our development capability and capacity for other genres and utilize Bizarre Creations' proprietary development technology.

The results of operations of Bizarre Creations and the estimated fair market values of the acquired assets and liabilities have been included in our Consolidated Financial Statements since the date of acquisition. Pro forma consolidated statements of operations for this acquisition are not shown, as they would not differ materially from reported results. The acquired finite-lived intangible assets are being amortized over the estimated useful lives in proportion to the economic benefits consumed, which for some intangible assets are approximated by using the straight-line method. Goodwill has been included in the publishing segment of our business and is amortized over 15 years for tax purposes.

Notes to Consolidated Financial Statements (Continued)

3. Acquisitions (Continued)

Purchase Price Allocation

The purchase price for the Bizarre Creations transaction was allocated to assets acquired and liabilities assumed as set forth below (amounts in thousands):

Current assets	\$ 4,352
Property and equipment, net	2,203
Goodwill	55,833
Trademark, acquired contracts and acquired technologies	9,500
Deferred tax liability	(1,876)
Other liabilities	(2,639)
	<hr/>
Total consideration	\$ 67,373
	<hr/>

Purchased Intangible Assets

The following table presents the components of the purchased finite-lived intangible assets acquired in the Bizarre Creations acquisition (amounts in thousands):

	Estimated Useful Life (in years)	Amount
	<hr/>	<hr/>
Finite-lived intangibles:		
Trademark	8	\$ 1,100
Acquired contracts	0.5	2,800
Acquired technologies	1 - 5	5,600
		<hr/>
Total finite-lived intangibles		\$ 9,500
		<hr/>

The following table presents the gross and net balances, and accumulated amortization of the components of our purchased finite-lived intangible assets acquired in the Bizarre Creations acquisition as of March 31, 2008 (amounts in thousands):

	Gross	Accumulated Amortization	Effect of foreign currency rates	Net
	<hr/>	<hr/>	<hr/>	<hr/>
Trademark	\$ 1,100	\$ —	\$ (27)	\$ 1,073
Acquired contracts	2,800	(2,767)	(33)	—
Acquired technologies	5,600	(690)	(130)	4,780
	<hr/>	<hr/>	<hr/>	<hr/>
Total	\$ 9,500	\$ (3,457)	\$ (190)	\$ 5,853
	<hr/>	<hr/>	<hr/>	<hr/>

## Notes to Consolidated Financial Statements (Continued)

## 3. Acquisitions (Continued)

The estimated future amortization expense of our purchased finite-lived intangible assets acquired in the Bizarre Creations acquisition as of March 31, 2008 is as follows (amounts in thousands):

Fiscal years ending March 31,	Amount
2009	\$ 683
2010	1,125
2011	1,500
2012	1,125
2013	750
Thereafter	670
Total	\$ 5,853

*DemonWare*

On May 11, 2007, we completed our acquisition of DemonWare, Ltd., a provider of network middleware technologies for console and PC games headquartered in Dublin, Ireland. We expect the acquisition to enable us to gain efficiencies related to online game development and to position us to take advantage of the growth in online gameplay that is expected to be driven by the next-generation consoles. The acquisition is immaterial to fiscal 2008 earnings per share and cash flow.

*RedOctane, Inc.*

On June 6, 2006, we completed our acquisition of 100% of RedOctane, Inc. ("RedOctane") for an aggregate accounting purchase price of \$99.9 million, including transaction costs, consisting of \$30.9 million in cash and 2,382,077 shares of Activision common stock valued at approximately \$30.0 million based upon prevailing market prices which was issued on the closing date, and \$39.0 million payable in Activision common stock within two years of the closing date, which is recorded in accrued expenses and other liabilities at March 31, 2008 and in other liabilities at March 31, 2007. In addition, in the event the net income of the business over a certain period of time exceeds specified target levels by certain amounts, certain former shareholders of RedOctane will be entitled to an additional amount of up to \$51.0 million payable in shares of Activision common stock. The contingent consideration will be recorded as an additional element of the purchase price if those contingencies are achieved. We issued part of the contingent considerations in fiscal 2008 as the contingency was achieved (see Note 8 for additional information.) Based in Sunnyvale, California, RedOctane is a publisher, developer, and distributor of interactive entertainment software, hardware and accessories. RedOctane offers its interactive entertainment products in versions that operate on the PS2, Xbox 360, and PC, and its leading software product offering is Guitar Hero. RedOctane also designs, manufactures, and markets high quality video game peripherals and accessories.

The results of operations of RedOctane and the estimated fair market values of the acquired assets and liabilities have been included in the Consolidated Financial Statements since the date of acquisition. The acquired, finite-lived intangible assets are being amortized over estimated lives ranging from 0.6 to 1.6 years. Goodwill has been included in the publishing segment of our business and is non-deductible for tax purposes.

## Notes to Consolidated Financial Statements (Continued)

## 3. Acquisitions (Continued)

## Purchase Price Allocation

The purchase price for the RedOctane transaction was allocated to assets acquired and liabilities assumed as set forth below (amounts in thousands):

Current assets	\$ 17,530
Property and equipment, net	207
Other assets	1,033
Goodwill	87,004
Trademark and other intangibles	16,700
Deferred tax liability	(6,496)
Other liabilities	(16,033)
	<hr/>
Total consideration	\$ 99,945
	<hr/>

## Purchased Intangible Assets

The following table presents the components of the purchased finite-lived intangible assets acquired in the RedOctane acquisition (amounts in thousands):

	Estimated Useful Life (in years)	Amount
	<hr/>	<hr/>
Finite-lived intangibles:		
Trademark	1.3	\$ 1,000
Development-related intangibles	0.6-1.6	15,700
		<hr/>
Total finite-lived intangibles		\$ 16,700
		<hr/>

At March 31, 2008, the purchased finite-lived intangible assets acquired in the RedOctane acquisition were fully amortized. At March 31, 2007, the net purchased finite-lived intangible assets were \$5.0 million which were included in other current assets.

During the three years ended March 31, 2008, we separately completed the acquisition of other three privately held interactive software development companies. We accounted for these acquisitions in accordance with SFAS No. 141, which addresses financial accounting and reporting for business combinations, requiring that the purchase method be used to account and report for all business combinations. These acquisitions have further enabled us to implement our multi-platform development strategy by bolstering our internal product development capabilities for console systems and personal computers and strengthening our position in the first-person action, action/adventure, music-based gaming and action sports game categories. A significant portion of the purchase price for all of these acquisitions was assigned to goodwill as the primary asset that we acquired in each of the transactions was an assembled workforce with proven technical and design talent with a history of high quality product creation. Pro forma Consolidated Statements of Operations for all of these acquisitions in aggregate are not shown, as they would not differ materially from each year's reported results.

## Notes to Consolidated Financial Statements (Continued)

## 4. Cash, Cash Equivalents, Short-Term and Long-Term Investments

The following table summarizes our cash, cash equivalents, short-term and long-term investments as of March 31, 2008 (amounts in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Cash and cash equivalents:</b>				
Cash and time deposits	\$ 266,270	\$ —	\$ —	\$ 266,270
Money market instruments	1,129,980	—	—	1,129,980
Cash and cash equivalents	1,396,250	—	—	1,396,250
<b>Short-term investments:</b>				
U.S. agency issues	7,168	45	—	7,213
Corporate bonds	17,031	71	—	17,102
Mortgage-backed securities	11,927	5	(332)	11,600
Commercial paper	5,493	3	—	5,496
Restricted cash	11,551	—	—	11,551
Short-term investments	53,170	124	(332)	52,962
Cash, cash equivalents and short-term investments	\$ 1,449,420	\$ 124	\$ (332)	\$ 1,449,212
<b>Long-term investments:</b>				
Taxable auction rate notes	95,538	—	(4,323)	91,215
	\$ 95,538	\$ —	\$ (4,323)	\$ 91,215
Total cash, cash equivalent, short-term and long-term investments	\$ 1,544,958	\$ 124	\$ (4,655)	\$ 1,540,427

## Notes to Consolidated Financial Statements (Continued)

## 4. Cash, Cash Equivalents, Short-Term and Long-Term Investments (Continued)

The following table summarizes our cash, cash equivalents, and short-term investments as of March 31, 2007 (amounts in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Cash and cash equivalents:</b>				
Cash and time deposits	\$ 187,594	\$ —	\$ —	\$ 187,594
Commercial paper	86,776	—	(34)	86,742
Money market instruments	106,986	—	—	106,986
Corporate bonds	3,087	—	—	3,087
<b>Cash and cash equivalents</b>	<b>384,443</b>	<b>—</b>	<b>(34)</b>	<b>384,409</b>
<b>Short-term investments:</b>				
U.S. agency issues	191,840	8	(1,011)	190,837
Corporate bonds	103,006	39	(148)	102,897
Mortgage-backed securities	33,142	—	(199)	32,943
Taxable auction rate notes	114,698	—	—	114,698
Asset-backed securities	7,754	2	(7)	7,749
Commercial paper	92,018	—	(67)	91,951
Certificate of deposit	21,866	2	(3)	21,865
Restricted cash	7,500	—	—	7,500
<b>Short-term investments</b>	<b>571,824</b>	<b>51</b>	<b>(1,435)</b>	<b>570,440</b>
<b>Cash, cash equivalents and short-term investments</b>	<b>\$ 956,267</b>	<b>\$ 51</b>	<b>\$ (1,469)</b>	<b>\$ 954,849</b>

In accordance with EITF 03-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*, and FSP SFAS No. 115-1 and SFAS No. 124-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments* investments are reviewed periodically to identify possible impairment. When evaluating the investments, the Company reviews factors such as the length of time and extent to which fair value has been below the cost basis, the financial condition of the issuer, and the Company's ability and intent to hold the investment for a period of time which may be an amount of time sufficient to recover the anticipated market value. The following table illustrates the gross unrealized losses on securities available-for-sale and the fair value of those securities, aggregated by investment category as of March 31, 2008. The table also illustrates the length of time that they have been in a continuous unrealized loss position as of March 31, 2008 (amounts in thousands):

	Less than 12 months		12 months or more		Total	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
Taxable auction rate notes	\$ (4,323)	\$ 91,215	\$ —	\$ —	\$ (4,323)	\$ 91,215
Mortgage-backed securities	(2)	1,890	(330)	5,322	(332)	7,212
<b>Total temporarily impaired securities</b>	<b>\$ (4,325)</b>	<b>\$ 93,105</b>	<b>\$ (330)</b>	<b>\$ 5,322</b>	<b>\$ (4,655)</b>	<b>\$ 98,427</b>

Notes to Consolidated Financial Statements (Continued)

4. Cash, Cash Equivalents, Short-Term and Long-Term Investments (Continued)

Our investment portfolio usually consists of government and corporate securities with effective maturities of less than 30 months, except for auction rate securities classified as long-term investments as of March 31, 2008 that have stated maturities of up to 39 years. The \$4.7 million gross unrealized losses on securities available-for-sale represents 0.3% of total investments and cash and cash equivalents at amortized cost. These unrealized losses consist primarily of individual securities with unrealized losses of less than 10% of each security's amortized cost. The unrealized loss position of approximately \$0.3 million of more than 12 months relates to a mortgage-backed security with a decline of approximately 6% of amortized cost.

Based upon our analysis of the impaired securities, which includes consideration of the status of debt servicing, the financial condition of the issuer, and our intent and ability to hold the securities until they mature or recover their costs, we have concluded that the gross unrealized losses of \$4.7 million at March 31, 2008 were temporary in nature. We have the intent and ability to hold these securities for a period of time sufficient for a recovery of fair value up to (or beyond) the initial cost of the investment. We expect to realize the full value of all of these investments upon maturity or sale. However, facts and circumstances may change which could result in a decline in fair value considered to be other-than-temporary in the future.

The following table illustrates the gross unrealized losses on securities available-for-sale and the fair value of those securities, aggregated by investment category as of March 31, 2007. The table also illustrates the length of time that they have been in a continuous unrealized loss position as of March 31, 2007 (amounts in thousands):

	Less than 12 months		12 months or more		Total	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
U.S. agency issues	\$ (23)	\$ 17,146	\$ (988)	\$ 162,505	\$ (1,011)	\$ 179,651
Corporate bonds	(123)	57,285	(25)	12,796	(148)	70,081
Commercial paper	(100)	178,694	—	—	(100)	178,694
Taxable auction rate notes	—	10,006	—	—	—	10,006
Mortgage-backed securities	(126)	19,994	(80)	18,784	(206)	38,778
Asset-backed securities	—	—	—	64	—	64
Certificate of deposit	(4)	18,936	—	—	(4)	18,936
Total temporarily impaired securities	\$ (376)	\$ 302,061	\$ (1,093)	\$ 194,149	\$ (1,469)	\$ 496,210

The increase from March 31, 2007 to March 31, 2008 in the total unrealized losses is predominantly due to the taxable auction rate notes category and relates primarily to the recent failed auctions. All of our investments in auction rate securities were classified as long-term investments at March 31, 2008 due to the recent failed auctions and uncertainties of the timing of liquidation. Our investments in auction rate securities are all backed by higher education student loans.

## Notes to Consolidated Financial Statements (Continued)

**4. Cash, Cash Equivalents, Short-Term and Long-Term Investments (Continued)**

The following table summarizes the contractually stated maturities of our investments in corporate bonds, commercial paper, and U.S. agency issues as of March 31, 2008 (amounts in thousands):

	Amortized Cost	Fair Value
Due after one year or less	\$ 26,615	\$ 26,669
Due after one year through two years	3,077	3,142
Due after two years through three years	—	—
	<u>\$ 29,692</u>	<u>\$ 29,811</u>

For the years ended March 31, 2008, 2007, and 2006 gross realized gains on investments were \$1.5 million, \$1.8 million, and \$4.3 million, respectively. Gross realized losses were \$0.4 million for the year ended March 31, 2008, and zero for the years ended March 31, 2007 and 2006. The proceeds from the sale of available-for-sale securities were \$193.0 million, \$4.0 million, and \$27.4 million for the years ended March 31, 2008, 2007, and 2006, respectively.

**5. Software Development Costs and Intellectual Property Licenses**

As of March 31, 2008, capitalized software development costs included \$97.8 million of internally developed software costs and \$12.0 million of payments made to third-party software developers. As of March 31, 2007, capitalized software development costs included \$94.3 million of internally developed software costs and \$36.6 million of payments made to third-party software developers. Capitalized intellectual property licenses were \$83.6 million and \$100.3 million as of March 31, 2008 and 2007, respectively. Amortization and write-offs of capitalized software development costs and intellectual property licenses, including capitalized stock-based compensation expense, was \$220.3 million, \$94.0 million, and \$173.6 million for the years ended March 31, 2008, 2007, and 2006, respectively.

**6. Inventories**

Our inventories consisted of the following (amounts in thousands):

	As of March 31,	
	2008	2007
Finished goods	\$ 144,549	\$ 89,048
Purchased parts and components	2,325	2,183
	<u>\$ 146,874</u>	<u>\$ 91,231</u>

## Notes to Consolidated Financial Statements (Continued)

## 7. Property and Equipment, Net

Property and equipment, net was comprised of the following (amounts in thousands):

	As of March 31,	
	2008	2007
Land	\$ 722	\$ 612
Buildings	5,818	4,915
Leasehold improvements	25,895	19,816
Computer equipment	74,700	61,382
Office furniture and other equipment	25,439	19,879
Total cost of property and equipment	132,574	106,604
Less accumulated depreciation	(78,046)	(60,064)
Property and equipment, net	\$ 54,528	\$ 46,540

Depreciation expense for the years ended March 31, 2008, 2007, and 2006 was \$23.3 million, \$17.8 million, and \$14.2 million, respectively.

## 8. Goodwill

The changes in the carrying amount of goodwill were as follows (amounts in thousands):

	Publishing	Distribution	Total
Balance as of March 31, 2006	\$ 95,094	\$ 5,352	\$ 100,446
Goodwill acquired during the year	87,257	—	87,257
Issuance of contingent consideration	6,918	—	6,918
Adjustment-prior period purchase allocation	51	—	51
Effect of foreign currency exchange rates	22	680	702
Balance as of March 31, 2007	189,342	6,032	195,374
Goodwill acquired during the year	58,609	—	58,609
Issuance of contingent consideration	25,864	—	25,864
Adjustment-prior period purchase allocation	(318)	—	(318)
Effect of foreign currency exchange rates	(430)	62	(368)
Balance as of March 31, 2008	\$ 273,067	\$ 6,094	\$ 279,161

Goodwill acquired during the year represents goodwill of \$55.8 million and \$2.8 million related to the acquisitions of Bizarre Creations and DemonWare, respectively. See Note 3 for additional information. Issuance of contingent consideration consists of additional purchase consideration related to the acquisition of RedOctane Inc. and Vicarious Visions Inc. for \$22.7 million and \$3.1 million, respectively, which was paid in shares of our common stock.

## Notes to Consolidated Financial Statements (Continued)

## 9. Accrued Expenses and Other Liabilities

Accrued expenses were comprised of the following (amounts in thousands):

	As of March 31,	
	2008	2007
Accrued royalties payable	\$ 43,894	\$ 21,583
Accrued selling and marketing costs	51,174	23,909
Common stock payable—RedOctane	39,000	—
Income tax payable	83,953	55,530
Accrued payroll related costs	125,279	63,249
Accrued professional and legal costs	49,827	9,494
Other	33,048	30,887
Total accrued expenses	\$ 426,175	\$ 204,652

## 10. Operations by Reportable Segments and Geographic Area

We operate two business segments: (i) publishing of interactive entertainment software and peripherals and (ii) distribution of interactive entertainment software and hardware products.

Publishing refers to the development, marketing, and sale of products directly, by license or through our affiliate label program with certain third-party publishers. In the United States, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. We conduct our international publishing activities through offices in the UK, Germany, France, Italy, Spain, the Netherlands, Norway, Australia, Sweden, Canada, South Korea and Japan. Our products are sold internationally on a direct-to-retail basis and through third-party distribution and licensing arrangements and through our wholly-owned distribution subsidiaries located in the UK, the Netherlands, and Germany.

Distribution refers to our operations in the UK, the Netherlands, and Germany that provide logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

The accounting policies of these segments are the same as those described in the Summary of Significant Accounting Policies. Transactions between segments are eliminated in consolidation.

Information on the reportable segments for the three years ended March 31, 2008 is as follows (amounts in thousands):

	For the year ended March 31, 2008		
	Publishing	Distribution	Total
Total segment revenues	\$ 2,645,494	\$ 392,970	\$ 3,038,464
Revenue from sales between segments	(140,328)	—	(140,328)
Revenues from external customers	\$ 2,505,166	\$ 392,970	\$ 2,898,136
Operating income	\$ 461,718	\$ 17,896	\$ 479,614
Total assets	\$ 2,371,661	\$ 159,012	\$ 2,530,673

## Notes to Consolidated Financial Statements (Continued)

## 10. Operations by Reportable Segments and Geographic Area (Continued)

	For the year ended March 31, 2007		
	Publishing	Distribution	Total
Total segment revenues	\$ 1,199,764	\$ 393,974	\$ 1,593,738
Revenue from sales between segments	(80,726)	—	(80,726)
Revenues from external customers	\$ 1,119,038	\$ 393,974	\$ 1,513,012
Operating income	\$ 64,076	\$ 9,071	\$ 73,147
Total assets	\$ 1,618,195	\$ 175,752	\$ 1,793,947

	For the year ended March 31, 2006		
	Publishing	Distribution	Total
Total segment revenues	\$ 1,286,294	\$ 313,337	\$ 1,599,631
Revenue from sales between segments	(131,631)	—	(131,631)
Revenues from external customers	\$ 1,154,663	\$ 313,337	\$ 1,468,000
Operating income (loss)	\$ (6,715)	\$ 21,941	\$ 15,226
Total assets	\$ 1,293,014	\$ 125,241	\$ 1,418,255

Geographic information is based on the location of the selling entity. Revenues from external customers by geographic region were as follows (amounts in thousands):

	For the years ended March 31,		
	2008	2007	2006
North America	\$ 1,761,753	\$ 753,376	\$ 710,040
Europe	1,037,257	718,973	717,494
Other	99,126	40,663	40,466
Total	\$ 2,898,136	\$ 1,513,012	\$ 1,468,000

Revenues by platform were as follows (amounts in thousands):

	For the years ended March 31,		
	2008	2007	2006
Console	\$ 2,398,593	\$ 1,125,457	\$ 1,008,758
Hand-held	314,217	275,650	235,834
PC	185,326	111,905	223,408
Total	\$ 2,898,136	\$ 1,513,012	\$ 1,468,000

A significant portion of our revenues is derived from products based on a relatively small number of popular franchises each year. In fiscal 2008, 65% of our consolidated net revenues and 75% of worldwide publishing net revenues were derived from three franchises. In fiscal 2007, 39% of our consolidated net revenues and 52% of worldwide publishing net revenues were derived from three franchises. In fiscal 2006, 30% of our consolidated net revenues and 38% of worldwide publishing net revenues were derived from three franchises.

## Notes to Consolidated Financial Statements (Continued)

## 10. Operations by Reportable Segments and Geographic Area (Continued)

We had two customers, Wal-Mart and GameStop, that accounted for 14% and 13% of consolidated net revenues for the fiscal year ended March 31, 2008 and 17% and 10% of consolidated gross accounts receivable at March 31, 2008, respectively. These customers were customers of both our publishing and distribution businesses. We had two customers, Wal-Mart and Gamestop, that accounted for 22% and 8% of consolidated net revenues for the year ended March 31, 2007 and 26% and 6% of consolidated gross accounts receivable at March 31, 2007, respectively. For the fiscal year ended March 31, 2006, our two largest customers, Wal-Mart and GameStop, accounted for 22% and 10% of consolidated net revenues, respectively.

## 11. Computation of Earnings Per Share

The following table sets forth the computations of basic and diluted earnings per share (amounts in thousands, except per share data):

	For the years ended March 31,		
	2008	2007	2006
<b>Numerator:</b>			
Numerator for basic and diluted earnings per share— income available to common shareholders	\$ 344,883	\$ 85,787	\$ 40,251
<b>Denominator:</b>			
Denominator for basic earnings per share—weighted average common shares outstanding	288,957	281,114	273,177
<b>Effect of dilutive securities:</b>			
Employee stock options and stock purchase plan	25,062	23,611	20,232
Warrants to purchase common stock	712	614	593
Potential dilutive common shares	25,774	24,225	20,825
Denominator for diluted earnings per share—weighted average common shares outstanding plus assumed conversions	314,731	305,339	294,002
Basic earnings per share	\$ 1.19	\$ 0.31	\$ 0.15
Diluted earnings per share	\$ 1.10	\$ 0.28	\$ 0.14

Options to purchase approximately 7.1 million, 7.9 million, and 1.0 million shares of common stock for the years ended March 31, 2008, 2007, and 2006, respectively, were not included in the calculation of diluted earnings per share because their effect would be antidilutive.

## Notes to Consolidated Financial Statements (Continued)

## 12. Income Taxes

Domestic and foreign income before income taxes and details of the income tax provision are as follows (amounts in thousands):

	For the years ended March 31,		
	2008	2007	2006
<b>Income (loss) before income taxes:</b>			
Domestic	\$ 463,792	\$ 99,210	\$ 52,321
Foreign	67,076	10,615	(6,465)
	<u>\$ 530,868</u>	<u>\$ 109,825</u>	<u>\$ 45,856</u>
<b>Income tax expense (benefit):</b>			
Current:			
Federal	\$ 87,126	\$ 34,342	\$ —
State	8,659	15,325	308
Foreign	9,820	3,842	4,383
Total current	<u>105,605</u>	<u>53,509</u>	<u>4,691</u>
Deferred:			
Federal	11,040	(17,074)	(11,095)
State	5,873	(19,608)	(7,266)
Foreign	6,132	(4,127)	(10,092)
Total deferred	<u>23,045</u>	<u>(40,809)</u>	<u>(28,453)</u>
Add back benefit credited to additional paid-in capital:			
Tax benefit related to stock option and warrant exercises	<u>57,335</u>	<u>11,338</u>	<u>29,367</u>
Income tax provision	<u>\$ 185,985</u>	<u>\$ 24,038</u>	<u>\$ 5,605</u>

The items accounting for the difference between income taxes computed at the U.S. federal statutory income tax rate and the income tax provision for each of the years are as follows:

	For the years ended March 31,		
	2008	2007	2006
Federal income tax provision at statutory rate	35.0%	35.0%	35.0%
State taxes, net of federal benefit	3.6	4.1	4.3
Research and development credits	(3.8)	(8.5)	(36.2)
Decremental effect of foreign tax rates	(0.6)	(3.6)	(10.5)
Increase (decrease) in valuation allowance	—	(26.6)	18.0
Increase (decrease) in tax reserves	1.1	18.8	(2.2)
Other	(0.3)	2.7	3.8
	<u>35.0%</u>	<u>21.9%</u>	<u>12.2%</u>

## Notes to Consolidated Financial Statements (Continued)

## 12. Income Taxes (Continued)

Deferred income taxes reflect the net tax effects of temporary differences between the amounts of assets and liabilities for accounting purposes and the amounts used for income tax purposes. The components of the net deferred tax assets are as follows (amounts in thousands):

	As of March 31,	
	2008	2007
<b>Deferred tax assets:</b>		
Allowance for doubtful accounts	\$ 421	\$ 369
Allowance for sales returns and price protection	18,835	14,094
Inventory reserve	894	1,507
Accrued payroll related costs	12,732	5,996
Accrued professional and legal costs	17,913	2,901
Amortization and depreciation	5,293	1,566
Tax credit carryforwards	25,619	89,014
Net operating loss carryforwards	1,740	29,822
Stock-based compensation	30,058	11,879
Other	15,394	6,057
	<u>128,899</u>	<u>163,205</u>
Deferred tax assets	128,899	163,205
Valuation allowance	(382)	(382)
	<u>128,517</u>	<u>162,823</u>
Deferred tax assets, net of valuation allowance	128,517	162,823
<b>Deferred tax liabilities:</b>		
Capitalized development expenses	43,766	50,159
State taxes	10,684	12,309
	<u>54,450</u>	<u>62,468</u>
Deferred tax liabilities	54,450	62,468
<b>Net deferred tax assets</b>	<b>\$ 74,067</b>	<b>\$ 100,355</b>

As of March 31, 2008, our available federal net operating loss carryforward of approximately \$1.0 million is subject to certain limitations as defined under Section 382 of the Internal Revenue Code. The net operating loss carryforwards will begin to expire in 2023. We have various state net operating loss carryforwards totaling \$14.4 million which are not subject to limitations under Section 382 of the Internal Revenue Code and will begin to expire in 2013. We have tax credit carryforwards of \$0.8 million and \$24.6 million for federal and state purposes, respectively, which begin to expire in fiscal 2016.

Realization of the deferred tax assets is dependent upon the continued generation of sufficient taxable income prior to expiration of tax credits and loss carryforwards. Although realization is not assured, management believes it is more likely than not that the net carrying value of the deferred tax assets will be realized.

Cumulative undistributed earnings of foreign subsidiaries for which no deferred taxes have been provided approximated \$168.1 million at March 31, 2008. Deferred income taxes on these earnings have not been provided as these amounts are considered to be permanent in duration.

## Notes to Consolidated Financial Statements (Continued)

**12. Income Taxes (Continued)**

We adopted the provisions of Financial Accounting Standards Board Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* ("FIN 48") an interpretation of SFAS No. 109 on April 1, 2007. Implementation of FIN 48 did not result in a material adjustment to the liability for unrecognized income tax benefits. At the adoption date of April 1, 2007, we had \$65.5 million of unrecognized tax benefits, of which \$26.2 million would affect our effective tax rate if recognized. As of March 31, 2008, we had approximately \$74.2 million in total unrecognized tax benefits of which \$30.0 million would affect our effective tax rate if recognized. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (amounts in thousands):-

Unrecognized tax benefits balance at April 1, 2007	\$ 65,472
Gross increase for tax positions of prior years	3,370
Gross decrease for tax positions of prior years	(697)
Gross increase for tax positions of current year	6,032
Gross decrease for tax positions of current year	—
Settlements	—
Lapse of statute of limitations	—
	<hr/>
Unrecognized tax benefits balance at March 31, 2008	\$ 74,177
	<hr/>

In addition, consistent with the provisions of FIN 48, we reclassified \$23.5 million of income tax liabilities from current to non-current liabilities because payment of cash or settlement is not anticipated within one year of the balance sheet date. These non-current income tax liabilities are recorded in other liabilities in the Consolidated Balance Sheets as of March 31, 2008.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of March 31, 2008, we had approximately \$609,000 of accrued interest related to uncertain tax positions. For the year ended March 31, 2008, we recorded \$69,000 of interest expense related to uncertain tax positions.

The tax years 2002 through 2007 remain open to examination by the major taxing jurisdictions to which we are subject, including United States of America ("U.S.") and non-U.S. locations. We are currently under audit by the Internal Revenue Service and the California Franchise Tax Board, and it is reasonably possible that the current portion of our unrecognized tax benefits will significantly decrease within the next twelve months due to the outcome of these audits.

**13. Commitments and Contingencies***Credit Facilities*

We have revolving credit facilities with our Centresoft subsidiary located in the UK (the "UK Facility") and our NBG subsidiary located in Germany (the "German Facility.") The UK Facility provided Centresoft with the ability to borrow up to Great British Pounds ("GBP") 12.0 million (\$23.9 million) and GBP 12.0 million (\$23.6 million), including issuing letters of credit, on a revolving basis as of March 31, 2008 and 2007, respectively. Furthermore, under the UK Facility, Centresoft provided a GBP 0.6 million (\$1.2 million) and a GBP 0.6 million (\$1.2 million) guarantee for the benefit of our CD Contact subsidiary as of March 31, 2008 and 2007, respectively. The UK Facility bore interest at LIBOR plus 2.0% as of March 31, 2008 and 2007, is collateralized by substantially all

## Notes to Consolidated Financial Statements (Continued)

**13. Commitments and Contingencies (Continued)**

of the assets of the subsidiary and expires in March 2009. The UK Facility also contains various covenants that require the subsidiary to maintain specified financial ratios related to, among others, fixed charges. As of March 31, 2008 and 2007, we were in compliance with these covenants. No borrowings were outstanding against the UK Facility as of March 31, 2008 or 2007. The German Facility provided for revolving loans up to EUR 0.5 million (\$0.8 million) as of March 31, 2008 and EUR 0.5 million (\$0.7 million) as of March 31, 2007, bore interest at a Eurocurrency rate plus 2.5%, is collateralized by certain of the subsidiary's property and equipment and has no expiration date. No borrowings were outstanding against the German Facility as of March 31, 2008 or 2007.

As of March 31, 2008 and 2007, we maintained a \$10.0 million and \$7.5 million irrevocable standby letter of credit, respectively. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain on deposit with the bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder but not reimbursed. At March 31, 2008 and 2007, the \$10.0 million and \$7.5 million deposit is included in short-term investments as restricted cash, respectively. No borrowings were outstanding as of March 31, 2008 or 2007.

As of March 31, 2008 and 2007, our publishing subsidiary located in the UK maintained a EUR 7.0 million (\$11.0 million) and EUR \$4.0 million (\$5.3 million) irrevocable standby letter of credit, respectively. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. The standby letter of credit does not require a compensating balance and is collateralized by substantially all of the assets of the subsidiary and expires in February 2009. No borrowings were outstanding as of March 31, 2008 or 2007.

*Commitments*

In the normal course of business, we enter into contractual arrangements with third parties for non-cancelable operating lease agreements for our offices, for the development of products, as well as for the rights to intellectual property. Under these agreements, we commit to provide specified payments to a lessor, developer, or intellectual property holder, based upon contractual arrangements. Typically, the payments to third-party developers are conditioned upon the achievement by the developers of contractually specified development milestones. These payments to third-party developers and intellectual property holders typically are deemed to be advances and are recoupable against future royalties earned by the developer or intellectual property holder based on the sale of the related game. Additionally, in connection with certain intellectual property rights acquisitions and development agreements, we will commit to spend specified amounts for marketing support for the related game(s) which is to be developed or in which the intellectual property will be utilized.

Additionally, we lease certain of our facilities and equipment under non-cancelable operating lease agreements. Assuming all contractual provisions are met, the total future minimum commitments for

## Notes to Consolidated Financial Statements (Continued)

## 13. Commitments and Contingencies (Continued)

these and other contractual arrangements in place as of March 31, 2008, are scheduled to be paid as follows (amounts in thousands):

	Contractual Obligations(1)			
	Facility & Equipment Leases	Developer and IP	Marketing	Total
Fiscal years ending March 31,				
2009	\$ 19,343	\$ 110,771	\$ 41,401	\$ 171,515
2010	17,028	31,041	22,100	70,169
2011	14,553	34,086	13,100	61,739
2012	10,256	16,586	—	26,842
2013	8,791	21,586	—	30,377
Thereafter	31,201	26,001	—	57,202
Total	\$ 101,172	\$ 240,071	\$ 76,601	\$ 417,844

- (1) We have omitted FIN 48 liabilities from this table due to the inherent uncertainty regarding the timing of potential issue resolution. Specifically, either (a) the underlying positions have not been fully enough developed under audit to quantify at this time or, (b) the years relating to the issues for certain jurisdictions are not currently under audit. At the adoption date of April 1, 2007, we had \$65.5 million of unrecognized tax benefits. At March 31, 2008, we had \$74.2 million of unrecognized tax benefits.

Facilities rent expense for the years ended March 31, 2008, 2007, and 2006 was approximately \$18.3 million, \$14.8 million, and \$14.2 million, respectively.

*Compensation Guarantee*

In June 2005, we entered into an employment agreement with the President and Chief Executive Officer of Activision Publishing, Inc. containing a guarantee related to total compensation. The agreement guarantees that in the event that on May 15, 2010 total compensation has not exceeded \$20.0 million, we will make a payment for the amount of the shortfall. The \$20.0 million guarantee will be recognized as compensation expense over the term of the employment agreement comprising of salary payments, bonus payments, restricted stock expense, stock option expense, and an accrual for any anticipated remaining portion of the guarantee. The remaining portion of the guarantee is accrued over the term of the agreement in "Other liabilities" and will remain accrued until the end of the employment agreement at which point it will be used to make a payment for any shortfall or reclassified into shareholders' equity.

*Legal Proceedings*

On February 8, 2008, the Wayne County Employees' Retirement System filed a lawsuit challenging the transactions contemplated by the business combination agreement, dated as of December 1, 2007, among us, a wholly owned subsidiary of ours established in connection with the proposed transaction, Vivendi, S.A., Vivendi Games, Inc., a wholly owned subsidiary of Vivendi, S.A., and VGAC, a wholly

## Notes to Consolidated Financial Statements (Continued)

**13. Commitments and Contingencies (Continued)**

owned subsidiary of Vivendi, S.A., and the sole stockholder of Vivendi Games, Inc. The suit is a putative class action filed against the parties to that business combination agreement as well as certain members of our Board of Directors. The plaintiff alleges, among other things, that our directors named therein failed to fulfill their fiduciary duties with regard to the transactions by "surrendering" the negotiating process to "conflicted management," that those breaches were aided and abetted by Vivendi, S.A., and those of its subsidiaries named in the complaint, and that a preliminary proxy statement contains certain statements that the plaintiff alleges are false and misleading. The plaintiff seeks an order from the court that, among other things, certifies the case as a class action, enjoins the transaction, requires the defendants to disclose all material information, declares that the transaction is in breach of the directors' fiduciary duties and therefore unlawful and unenforceable, awards the plaintiff and the putative class damages for all profits and special benefits obtained by the defendant in connection with the transaction and tender offer, and awards the plaintiff its cost and expense, including attorney's fees.

In a ruling on March 12, 2008, the court initially declined to schedule a preliminary injunction hearing or allow broad discovery, pending the Company's filing of a revised preliminary proxy statement in connection with the proposed transactions. The court did order the parties to initiate discovery of core documents, and the Company made an initial production of documents. On March 7, 2008, the Company filed a motion to dismiss the complaint, the grounds for which were detailed in a brief filed on April 30, 2008. On April 30, 2008, the Company also filed a motion to stay discovery in the case pending a ruling on the motion to dismiss. Separately, on March 6, 2008, Vivendi, S.A., and those of its subsidiaries named in the complaint filed a motion to dismiss the sole claim alleged against them.

On May 8, 2008, the plaintiff filed an amended complaint that, among other things, added allegations relating to a revised preliminary proxy statement filed by the Company on April 30, 2008. That same date, the plaintiff also renewed its motion for expedited proceedings. On May 13, 2008, the Company moved to dismiss the amended complaint. On May 14, 2008, Vivendi and its subsidiaries named in the amended complaint also moved to dismiss. On May 22, 2008, the court scheduled a combined hearing for June 30, 2008 on the plaintiff's motion for a preliminary injunction and the defendants' motions to dismiss, but withheld a ruling on the plaintiff's motion for expedited discovery, pending further briefing. On May 28, 2008, the court ordered that expedited discovery proceed as to certain claims and that final briefing on the motions to be heard on June 30, 2008 be filed with the court on June 27, 2008. The Company intends to defend itself vigorously, and no amounts have been recorded in the Company's consolidated financial statements as of March 31, 2008.

In July 2006, individuals and/or entities claiming to be our stockholders filed derivative lawsuits, purportedly on our behalf, against certain current and former members of our Board of Directors as well as several of our current and former officers. Three derivative actions have been filed in Los Angeles Superior Court: *Vazquez v. Kotick, et al.*, L.A.S.C. Case No. BC355327 (filed July 12, 2006); *Greuer v. Kotick, et al.* L.A.S.C. Case No. SC090343 (filed July 12, 2006); and *Amalgamated Bank v. Baker, et al.*, L.A.S.C. Case No. BC356454 (filed August 3, 2006). These actions have been consolidated by the court under the caption *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Master File No. SC090343 (West, J.). Four derivative actions have been filed in the United States District Court for the Central District of California: *Pfeiffer v. Kotick, et al.*, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (filed July 31, 2006), *Hamian v. Kotick, et al.*, C.D. Cal. Case No. CV06-5375 MRP (JLTx) (filed August 25, 2006) *Abdelnur vs. Kotick et al.*, C.D. Cal. Case

## Notes to Consolidated Financial Statements (Continued)

**13. Commitments and Contingencies (Continued)**

No. CV07-3575 AHM (PJWx) (filed June 1, 2007), and Scarborough v. Kotick et al., C.D. Cal. Case No. CV07-4602 SVW (PLAx) (filed July 18, 2007). These actions have also been consolidated, under the caption In re Activision, Inc. Shareholder Derivative Litigation, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (Pfaelzer, J.). The consolidated complaints allege, among other things, purported improprieties in our issuance of stock options. Plaintiffs seek various relief on our behalf, including damages, restitution of benefits obtained from the alleged misconduct, equitable relief, including an accounting and rescission of option contracts; and various corporate governance reforms. We expect that defense expenses associated with the matters will be covered by our directors and officers insurance, subject to the terms and conditions of the applicable policies.

On or about December 4, 2007, we, the plaintiffs, and certain of our current and former officers and directors notified the court in the federal action that we had reached agreement in principle to settle the shareholder derivative litigation pending against such current and former directors and officers of ours. On January 17, 2008, the parties amended that agreement to, among other things, include the plaintiffs in the state court action as parties thereto. The nonbinding agreement in principle was subject, among other things, to the negotiation of a binding definitive settlement agreement addressing all settlement terms, as well as to further approval by the parties and the court.

Effective as of May 8, 2008, the parties signed a Stipulation of Settlement with respect to these matters. In entering into the Stipulation of Settlement, neither we nor any of the settling parties has admitted to any liability or wrongdoing. Under the terms of the Stipulation of Settlement, which is subject to court approval, we will adopt, implement and/or maintain certain corporate governance and internal control measures, relating principally to the following: board composition, structure and practices, director independence standards, stock ownership and compensation, and education; shareholder proposal evaluation process; nomination procedures for shareholder-nominated directors; shareholder meeting procedures; executive compensation policies and procedures; insider trading controls; and stock option granting procedures. We have agreed to keep these measures in place for a period of three years, subject to certain exceptions. The Stipulation of Settlement also addresses matters relating to the agreements by certain of our current and former directors and officers to reimburse the Company in connection with the receipt of options that required measurement date corrections. In the case of options already exercised, the agreements allowed reimbursement to be made either by cancellation of vested but unexercised options with a value equivalent to the additional exercise price or by payment of additional exercise price. In the case of options not yet exercised, the exercise price to be paid upon future exercise of those options is increased. In the aggregate, settling defendants have elected to cancel options to acquire approximately 800,000 shares of our common stock and have agreed to increases in the exercise prices of approximately 16.1 million options. The modification of these options did not result in any incremental compensation expense. In addition, the Stipulation of Settlement provides for us to pay \$10,000,000 to plaintiffs' attorneys for their fees and expenses, subject to court approval of such fees and expenses and subject to our reservation of all rights against our D&O insurance carriers, reinsurers and co-insurers. In anticipation of the settlement, the Company had recorded a legal expense accrual of approximately \$10.0 million as a probable and reasonable estimate in its consolidated financial statements as of March 31, 2008. The Stipulation of Settlement provides that plaintiffs' attorneys will also be entitled to 15% (up to \$750,000) of any payment made by our insurance carriers to us in connection with the settlement. We have not reached agreements with our insurers related to the settlement. The stipulation also provides for the forgiveness of approximately \$2.3 million in legal fees previously billed to us by former outside corporate counsel.

## Notes to Consolidated Financial Statements (Continued)

**13. Commitments and Contingencies (Continued)**

The Stipulation of Settlement was filed in federal court on May 12, 2008 and was preliminarily approved by the U.S. District Court for the Central District of California by order dated May 13, 2008 and entered on May 14, 2008. The settlement is subject to final court approval after notice and a hearing at which shareholders will have the opportunity to object, which is currently scheduled to be held on July 21, 2008. The court will then decide whether to approve the settlement as fair, adequate and in the best interest of our stockholders. While we believe that the settlement meets these criteria, there can be no guarantee that the settlement will receive the required court approval. If final approval is granted, all claims against all defendants in the litigation will be dismissed with prejudice, and all claims that were or could have been brought by any derivative plaintiff, and all claims that arise from or relate to the matters or occurrences that were or could have been alleged in the federal and state derivative actions, will be fully, finally and forever released. The individual settling defendants make no admission of wrongdoing under the Stipulation of Settlement, and they have denied (and continue to deny) all charges of wrongdoing and liability and each and all of the claims and contentions alleged in the derivative actions.

On July 24, 2006, we received a letter of informal inquiry from the SEC requesting certain documents and information relating to our historical stock option grant practices. Thereafter, in early June 2007, the SEC issued a formal order of non-public investigation, pursuant to which it subpoenaed documents from us related to the investigation, and testimony and documents from certain current and former directors, officers and employees of ours. The Company has made an offer of settlement to the Staff of the SEC, which the SEC Staff has indicated it is prepared to recommend to the SEC. The tentative settlement of the SEC's investigation, which would allege violations of various provisions of the Federal securities laws, is subject to agreement on the specific language of the settlement documents, and then to review and approval by the SEC. There can be no assurance that a final settlement will be approved. In connection with the proposed settlement, the Company would not be required to pay a monetary penalty. Under the proposed settlement, the Company would settle this matter without admitting or denying the SEC's findings.

In addition, we are party to other routine claims and suits brought by us and against us in the ordinary course of business, including disputes arising over the ownership of intellectual property rights, contractual claims, employment laws, regulations and relationships, and collection matters. In the opinion of management, after consultation with legal counsel, the outcome of such routine claims and lawsuits will not have a material adverse effect on our business, financial condition, results of operations, or liquidity.

**14. Stock-Based Compensation and Employee Benefit Plans***Equity Incentive Plans*

On July 30, 2007, our Board of Directors adopted the Activision 2007 Incentive Plan (the "2007 Plan,") subject to shareholder approval, and reserved 15,000,000 shares for issuance thereunder and, on September 27, 2007, the 2007 Plan was approved by our shareholders and became effective.

Upon the effective date of the 2007 Plan, we ceased to make awards under the following equity incentive plans (collectively, the "Rolled-Up Plans"), although such plans will remain in effect and continue to govern outstanding awards: (i) Activision, Inc. 1998 Incentive Plan, as amended; (ii) Activision, Inc. 1999 Incentive Plan, as amended; (iii) Activision, Inc. 2001 Incentive Plan, as amended; (iv) Activision, Inc. 2002 Incentive Plan, as amended; (v) Activision, Inc. 2002 Executive

## Notes to Consolidated Financial Statements (Continued)

**14. Stock-Based Compensation and Employee Benefit Plans (Continued)**

Incentive Plan, as amended; (vi) Activision, Inc. 2002 Studio Employee Retention Incentive Plan, as amended; and (vii) Activision, Inc. 2003 Incentive Plan, as amended. The number of shares available for issuance under the 2007 Plan was increased by an additional 2,685,577 shares of our common stock to reflect the shares reserved for issuance but not subject to outstanding awards under the Rolled-Up Plans at the time the 2007 Plan became effective. Additionally, the number of shares of our common stock reserved for issuance under the 2007 Plan may be further increased from time to time by: (i) the number of shares relating to awards outstanding under any Rolled-Up Plan that: (a) expire, or are forfeited, terminated or cancelled, without the issuance of shares; (b) are settled in cash in lieu of shares; or (c) are exchanged, prior to the issuance of shares of our common stock, for awards not involving our common stock; and (ii) if the exercise price of any option outstanding under any Rolled-Up Plan is, or the tax withholding requirements with respect to any award outstanding under any Rolled-Up Plan are, satisfied by withholding shares otherwise then deliverable in respect of the award or the actual or constructive transfer to us shares already owned, the number of shares equal to the withheld or transferred shares. As of March 31, 2008, we had approximately 16.1 million shares of our common stock reserved for future issuance under the 2007 Plan. Shares issued in connection with awards made under the 2007 Plan are generally issued as new stock issuances.

The 2007 Plan authorizes the Compensation Committee of our Board of Directors to provide equity-based compensation in the form of stock options, share appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other performance- or value-based awards structured by the Compensation Committee within parameters set forth in the 2007 Plan, including custom awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, shares of our common stock, or factors that may influence the value of our common stock or that are valued based on our performance or the performance of any of our subsidiaries or business units or other factors designated by the Compensation Committee, as well as incentive bonuses, for the purpose of providing incentives and rewards for superior performance to the directors, officers, employees of, and consultants to, Activision and its subsidiaries.

While the Compensation Committee has broad discretion to create equity incentives, our equity-based compensation program currently primarily utilizes a combination of options and restricted stock units. Such awards generally have time-based vesting schedules, vesting annually over periods of three to five years, or vest in their entirety on an anniversary of date of grant, subject to possible earlier vesting if certain performance measures are met, and all such awards which are options generally expire ten years from the grant date. Under the terms of the 2007 Plan, the exercise price for options must be equal to or greater than the closing price per share of our common stock on the date the award is granted, as reported on the NASDAQ.

In February 2008, we discovered that, due to an error, the record date for our September 27, 2007 annual meeting was not in technical compliance with Delaware law or our bylaws, which require such record date to be not more than sixty (60) nor less than ten days (10) before the date of such meeting. In connection with the business combination (see Note 20), Vivendi has agreed to re-approve and ratify all actions and proposals approved by our shareholders at such meeting, and to vote against any actions and proposals not approved by our shareholders at such meeting, by written consent of the shareholders as permitted under our bylaws promptly after the closing of the transaction. If the transaction is not consummated for any reason, we intend to have such actions and proposals ratified at a special meeting of our shareholders called for such purpose or at our next annual stockholder meeting. We have determined that options and restricted stock rights granted under the 2007 Plan have

## Notes to Consolidated Financial Statements (Continued)

## 14. Stock-Based Compensation and Employee Benefit Plans (Continued)

met the definition of a grant date in accordance with SFAS No. 123(R), as we have the ability and intent to grant options and restricted stock rights under the Roll-Up Plans in view of the technical non-compliance described above. Further, we have also established a mutual understanding with the employees as to the terms of these grants. Accordingly, stock-based compensation has been recorded for these options and restricted stock rights grants.

*Restricted Stock Units and Restricted Stock*

We grant restricted stock units and restricted stock (collectively referred to as "restricted stock rights") under the 2007 Plan to employees around the world. Restricted stock units entitle the holders thereof to receive shares of our common stock at the end of a specified period of time. Restricted stock is issued and outstanding upon grant; however, restricted stock holders are restricted from selling the shares until they vest. Upon vesting of restricted stock rights, we may withhold shares otherwise deliverable to satisfy tax withholding requirements. Restricted stock rights are subject to forfeiture and transfer restrictions. Vesting for restricted stock rights is based upon the holders' continued employment with us. If the vesting conditions are not met, unvested restricted stock rights will be forfeited.

The following table summarizes our restricted stock rights activity for the fiscal year ended March 31, 2008:

	Restricted Stock Rights	Weighted- Average Grant Date Fair Value
Balance as of March 31, 2007	333,475	\$ 14.28
Activity for the fiscal year ended March 31, 2008:		
Granted	576,718	21.53
Vested	(23,195)	15.57
Forfeited	(10,150)	20.75
Balance as of March 31, 2008	876,848	\$ 18.97

As of March 31, 2008, \$9.1 million of total unrecognized compensation cost related to restricted stock rights is expected to be recognized over a weighted-average period of 1.64 years.

*Non-Plan Employee Stock Options*

In connection with prior employment agreements between the Company and Robert A. Kotick, our Chairman and Chief Executive Officer, and Brian G. Kelly, our Co-Chairman, Mr. Kotick and Mr. Kelly were granted options to purchase our common stock. The Board of Directors approved the granting of these options. As of March 31, 2008, options to purchase approximately 8,304,800 shares under such grants were outstanding with a weighted-average exercise price of \$2.05.

*Employee Stock Purchase Plan*

Effective October 1, 2005, the Board of Directors approved the Activision, Inc. Third Amended and Restated 2002 Employee Stock Purchase Plan and the Activision, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan for International Employees (together, the "ESPP"). Under the ESPP, up to an aggregate of 4,000,000 shares of our common stock may be purchased by

## Notes to Consolidated Financial Statements (Continued)

**14. Stock-Based Compensation and Employee Benefit Plans (Continued)**

eligible employees during two six-month offering periods that commence each April 1 and October 1 (the "Offering Period"). Common stock is purchased by the ESPP participants at a price per share generally equal to 85% of the lower of the fair market value of our common stock on the first day of the Offering Period and the fair market value of our common stock on the purchase date (the last day of the Offering Period). Employees may purchase shares having a value not exceeding 15% of their gross compensation during an Offering Period and are limited to a maximum of \$10,000 in value for any two purchases within the same calendar year. On June 13, 2007, employees purchased 228,242 shares of our common stock at a purchase price of \$12.835 per share. On September 28, 2007, employees purchased 126,008 shares of our common stock at a purchase price of \$16.099 per share. On March 31, 2008, the most recent purchase date employees purchased 208,311 shares of our common stock at a purchase price of \$18.862. As of March 31, 2008, we had approximately 1.0 million shares of our common stock reserved for future issuance under the ESPP. Shares issued in connection with purchases made under the ESPP are generally issued as new stock issuances.

*Non-Employee Warrants*

In prior years, we have granted stock warrants to third parties in connection with the development of software and the acquisition of licensing rights for intellectual property. The warrants generally vest upon grant and are exercisable over the term of the warrant. The exercise price of third-party warrants is generally greater than or equal to the fair market value of our common stock at the date of grant. No third-party warrants were granted during the years ended March 31, 2008 and 2007. As of March 31, 2008 and 2007, respectively, third-party warrants to purchase 919,800 and 936,000 shares of our common stock were outstanding with a weighted-average exercise price of \$4.59 and \$4.54 per share, respectively.

In accordance with the Financial Accounting Standards Board's Emerging Issues Task Force ("EITF") Issue 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in conjunction with Selling Goods or Services*, we measure the fair value of the securities on the measurement date. The fair value of each warrant is capitalized and amortized to expense when the related product is released and the related revenue is recognized. Additionally, as more fully described in Note 1, the recoverability of capitalized software development costs and intellectual property licenses is evaluated on a quarterly basis with amounts determined as not recoverable being charged to expense. In connection with the evaluation of capitalized software development costs and intellectual property licenses, any capitalized amounts for related third-party warrants are additionally reviewed for recoverability with amounts determined as not recoverable being amortized to expense. As of March 31, 2006, capitalized amounts of third-party warrants were fully amortized.

*Employee Retirement Plan*

We have a retirement plan covering substantially all of our eligible employees. The retirement plan is qualified in accordance with Section 401(k) of the Internal Revenue Code. Under the plan, employees may defer up to 92% of their pre-tax salary, up to the maximum amount allowed by law. We contribute an amount equal to 20% of each dollar contributed by a participant. Our matching contributions to the plan were approximately \$1.8 million, \$1.5 million, and \$1.3 million for the years ended March 31, 2008, 2007 and 2006, respectively.

## Notes to Consolidated Financial Statements (Continued)

## 14. Stock-Based Compensation and Employee Benefit Plans (Continued)

The following table sets forth the total stock-based compensation expense (amounts in thousands) resulting from stock options, restricted stock rights, and the ESPP included in our Consolidated Statements of Operations in accordance with SFAS No. 123R for the fiscal years ended March 31, 2008 and March 31, 2007, and APB No. 25 for the fiscal year ended March 31, 2006:

	For the years ended March 31,		
	2008	2007	2006
Cost of sales—software royalties and amortization	\$ 10,898	\$ 2,503	\$ —
Product development	17,610	5,728	869
Sales and marketing	6,833	5,267	175
General and administrative	18,224	12,024	2,055
Stock-based compensation expense before income taxes	53,565	25,522	3,099
Income tax benefit	(20,944)	(9,979)	(1,208)
Total stock-based compensation expense, net of income tax benefit	\$ 32,621	\$ 15,543	\$ 1,891

Additionally, stock option expenses are capitalized in accordance with SFAS No. 86, *Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed* as discussed in Note 1. For the year ended March 31, 2008, stock-based compensation costs in the amount of \$13.7 million were capitalized and \$10.9 million of capitalized stock-based compensation costs were amortized. The following table summarizes stock-based compensation included in our Consolidated Balance Sheets as a component of software development (amounts in thousands):

	Software Development
Balance as of March 31, 2006	\$ —
Stock-based compensation expense capitalized during period	9,069
Amortization of capitalized stock-based compensation expense	(2,503)
Balance as of March 31, 2007	6,566
Stock-based compensation expense capitalized during period	13,690
Amortization of capitalized stock-based compensation expense	(10,898)
Balance as of March 31, 2008	\$ 9,358

Net cash proceeds from the exercise of stock options were \$48.0 million, \$19.0 million, and \$45.1 million for the years ended March 31, 2008, 2007, and 2006, respectively. Income tax benefit from stock option exercises was \$57.3 million, \$11.3 million, and \$29.4 million for the years ended March 31, 2008, 2007, and 2006, respectively. In accordance with SFAS No. 123R, we present excess tax benefits from the exercise of stock options, if any, as financing cash flows rather than operating cash flows.

Prior to the adoption of SFAS No. 123R, we applied SFAS No. 123, amended by SFAS No. 148, *Accounting for Stock-Based Compensation—Transition and Disclosure* ("SFAS No. 148"), which allowed companies to apply the existing accounting rules under APB No. 25 and related Interpretations. According to APB No. 25, a non-cash stock-based compensation expense is recognized for any options granted where the exercise price is lower than the market price on the actual date of grant. This expense is then amortized over the vesting period of the associated option. As required by SFAS No. 148, prior to the adoption of SFAS No. 123R, we provided pro forma net income and pro forma

## Notes to Consolidated Financial Statements (Continued)

## 14. Stock-Based Compensation and Employee Benefit Plans (Continued)

net income per common share disclosures for stock-based awards, as if the fair-value-based method defined in SFAS No. 123 had been applied.

The following table illustrates the effect on net income after tax and net earnings per common share as if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation during the year ended March 31, 2006 (amounts in thousands, except per share amounts):

	For the year ended March 31, 2006	
Net income, as reported	\$	40,251
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects		1,589
Deduct: Total stock-based employee compensation expense determined under fair-value-based method for all awards, net of related tax effects		(16,175)
Pro forma net income	\$	25,665
<b>Earnings per share</b>		
Basic—as reported	\$	0.15
Basic—pro forma	\$	0.09
Diluted—as reported	\$	0.14
Diluted—pro forma	\$	0.09

In the table above, stock-based compensation has been tax effected using our effective tax rate which differs from our statutory rate. Additionally, included in fiscal 2006 net income, as reported, is \$467,000 of amortization of unearned compensation related to restricted stock.

As of April 1, 2005, the Company began estimating the value of employee stock options on the date of grant using a binomial-lattice model. Prior to April 1, 2005 the value of each employee stock option was estimated on the date of grant using the Black-Scholes model for the purpose of the pro forma financial information in accordance with SFAS No. 123.

Our employee stock options have features that differentiate them from exchange-traded options. These features include lack of transferability, early exercise, vesting restrictions, pre- and post-vesting termination provisions, blackout dates, and time-varying inputs. In addition, some of the options have non-traditional features, such as accelerated vesting upon the satisfaction of certain performance conditions that must be reflected in the valuation. A binomial-lattice model was selected because it is better able to explicitly address these features than closed-form models such as the Black-Scholes model, and is able to reflect expected future changes in model inputs, including changes in volatility, during the option's contractual term.

Consistent with SFAS No. 123R, we have attempted to reflect expected future changes in model inputs during the option's contractual term. The inputs required by our binomial-lattice model include expected volatility, risk-free interest rate, risk-adjusted stock return, dividend yield, contractual term, and vesting schedule, as well as measures of employees' forfeiture, exercise, and post-vesting

## Notes to Consolidated Financial Statements (Continued)

## 14. Stock-Based Compensation and Employee Benefit Plans (Continued)

termination behavior. Statistical methods were used to estimate employee rank-specific termination rates. These termination rates, in turn, were used to model the number of options that are expected to vest and post-vesting termination behavior. Employee rank-specific estimates of Expected Time-To-Exercise ("ETTE") were used to reflect employee exercise behavior. ETTE was estimated by using statistical procedures to first estimate the conditional probability of exercise occurring during each time period, conditional on the option surviving to that time period and then using those probabilities to estimate ETTE. The model was calibrated by adjusting parameters controlling exercise and post-vesting termination behavior so that the measures output by the model matched values of these measures that were estimated from historical data. The weighted-average estimated value of employee stock options granted during the years ended March 31, 2008, 2007, and 2006 was \$9.21, \$5.86, and \$5.09 per share, respectively, using the binomial-lattice model with the following weighted-average assumptions:

	Employee and Director Options and Warrants			Employee Stock Purchase Plan		
	For the years ended March 31,			For the years ended March 31,		
	2008	2007	2006	2008	2007	2006
Expected life (in years)	5.41	4.87	4.85	0.5	0.5	0.5
Risk free interest rate	4.70%	4.99%	5.17%	4.61%	4.71%	3.05%
Volatility	51%	54%	48%	38%	43%	42%
Dividend yield	—	—	—	—	—	—
Weighted-average fair value at grant date	\$ 9.21	\$ 5.86	\$ 5.09	\$ 5.49	\$ 3.72	\$ 3.11

To estimate volatility for the binomial-lattice model, we use methods or capabilities that are discussed in SFAS No. 123R and SAB No. 107. These methods include the implied volatility method based upon the volatilities for exchange-traded options on our stock to estimate short-term volatility, the historical method (annualized standard deviation of the instantaneous returns on Activision's stock) during the option's contractual term to estimate long-term volatility and a statistical model to estimate the transition or "mean reversion" from short-term volatility to long-term volatility. Based on these methods, for options granted during the year ended March 31, 2008, the expected stock price volatility ranged from 34% to 53%, with a weighted-average volatility of 51%. For options granted during the year ended March 31, 2007, the expected stock price volatility ranged from 38% to 56%, with a weighted average volatility of 54%. For options granted during the year ended March 31, 2006, the expected stock price volatility ranged from 40% to 55%, with a weighted average volatility of 48%.

As is the case for volatility, the risk-free rate is assumed to change during the option's contractual term. Consistent with the calculation required by a binomial lattice model, the risk-free rate reflects the interest from one time period to the next ("forward rate") as opposed to the interest rate from the grant date to the given time period ("spot rate.") Since we do not currently pay dividends and are not expected to pay them in the future, we have assumed that the dividend yield is zero.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is, as required by SFAS No. 123R, an output by the binomial-lattice model. The expected life of employee stock options depends on all of the underlying assumptions and calibration of our model. A binomial-lattice model can be viewed as assuming that employees will exercise their options when the stock price equals or exceeds an exercise boundary. The exercise boundary is not constant but continually declines as one approaches the option's expiration

## Notes to Consolidated Financial Statements (Continued)

## 14. Stock-Based Compensation and Employee Benefit Plans (Continued)

date. The exact placement of the exercise boundary depends on all of the model inputs as well as the measures that are used to calibrate the model to estimated measures of employees' exercise and termination behavior.

As stock-based compensation expense recognized in the Consolidated Statement of Operations for the year ended March 31, 2008 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

*Accuracy of Fair Value Estimates*

We developed the assumptions used in the binomial-lattice model, including model inputs and measures of employees' exercise and post-vesting termination behavior. Our ability to accurately estimate the fair value of share-based payment awards as of the grant date depends upon the accuracy of the model and our ability to accurately forecast model inputs as long as ten years into the future. These inputs include, but are not limited to, expected stock price volatility, risk-free rate, dividend yield, and employee termination rates. Although the fair value of employee stock options is determined in accordance with SFAS No. 123R and SAB No. 107 using an option-pricing model, the estimates that are produced by this model may not be indicative of the fair value observed between a willing buyer/willing seller. Unfortunately, it is difficult to determine if this is the case, because markets do not currently exist that permit the active trading of employee stock option and other share-based instruments.

Stock option activity for the year ended March 31, 2008 is as follows (amounts in thousands, except per share amounts):

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at March 31, 2007	49,429	\$ 7.18		
Granted	11,457	20.52		
Exercised	(9,918)	6.53		
Forfeited	(2,313)	9.48		
Outstanding at March 31, 2008	48,655	\$ 10.67	5.94	\$ 809,420
Exercisable at March 31, 2008	26,816	\$ 5.98	3.93	\$ 572,001
Vested and expected to vest at March 31, 2008	45,469	\$ 10.20	5.12	\$ 778,006

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between our closing stock price on the last trading day of the period and the exercise price, times the number of shares for options where the exercise price is below the closing stock price) that would have been received by the option holders had all option holders exercised their options on that date. This amount changes based on the fair market value of our stock. Total intrinsic value of options actually exercised was \$165.4 million, \$32.0 million, and \$77.9 million for the years ended March 31, 2008, 2007, and 2006, respectively.

As of March 31, 2008, \$70.0 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.59 years.

## Notes to Consolidated Financial Statements (Continued)

**14. Stock-Based Compensation and Employee Benefit Plans (Continued)**

On June 8, 2007, consistent with Internal Revenue Service guidance, the Company commenced an offer to amend the exercise price of unexercised options subject to Section 409A of the Internal Revenue Code held by employees who were not executive officers, in order to eliminate those employees' Section 409A tax liability. Pursuant to the offer, which closed on July 6, 2007, we made a cash payment in January 2008 to the employees who accepted the offer, totaling approximately \$4.1 million, which represents the difference between the original exercise price of each amended option and the amended exercise price of each amended option. The offer with respect to all eligible options is considered a modification of those options for financial reporting purposes. Pursuant to the accounting standards in effect under SFAS No. 123R, the incremental fair value of approximately \$1.0 million and the remaining portion of approximately \$3.1 million, created as a result of the cash payment that become payable pursuant to the terms of the offer, were recognized as compensation expense and equity, respectively, at the expiration of the offer period on July 6, 2007.

**15. Capital Transactions***Buyback Program*

During fiscal 2003, our Board of Directors authorized a buyback program under which we can repurchase up to \$350.0 million of our common stock. Under the program, shares may be purchased as determined by management, from time to time and within certain guidelines, in the open market or in privately negotiated transactions, including privately negotiated structured stock repurchase transactions and through transactions in the options markets. Depending on market conditions and other factors, these purchases may be commenced or suspended at any time or from time to time without prior notice.

Under the buyback program, we did not repurchase any shares of our common stock in the years ended March 31, 2008, 2007 and 2006. As of March 31, 2008, we had approximately \$226.2 million available for utilization under the buyback program and no outstanding stock repurchase transactions.

*Shareholders' Rights Plan*

On April 18, 2000, our Board of Directors approved a shareholders rights plan (the "Rights Plan.") Under the Rights Plan, each common shareholder at the close of business on April 19, 2000, received a dividend of one right for each share of common stock held. Each right represents the right to purchase one-six hundredths ( $\frac{1}{600}$ ) of a share, as adjusted on account of stock dividends made since the plan's adoption, of our Series A Junior Preferred Stock at an exercise price of \$6.67 per share, as adjusted on account of stock dividends made since the plan's adoption. Initially, the rights are represented by our common stock certificates and are neither exercisable nor traded separately from our common stock. The rights will only become exercisable if a person or group acquires 15% or more of the common stock of Activision, or announces or commences a tender or exchange offer which would result in the bidder's beneficial ownership of 15% or more of our common stock.

In the event that any person or group acquires 15% or more of our outstanding common stock each holder of a right (other than such person or members of such group) will thereafter have the right to receive upon exercise of such right, in lieu of shares of Series A Junior Preferred Stock, the number of shares of common stock of Activision having a value equal to two times the then current exercise price of the right. If we are acquired in a merger or other business combination transaction after a person has acquired 15% or more of our common stock, each holder of a right will thereafter have the

## Notes to Consolidated Financial Statements (Continued)

## 15. Capital Transactions (Continued)

right to receive upon exercise of such right a number of the acquiring company's common shares having a market value equal to two times the then current exercise price of the right. For persons who, as of the close of business on April 18, 2000, beneficially own 15% or more of the common stock of Activision, the Rights Plan "grandfathers" their current level of ownership, so long as they do not purchase additional shares in excess of certain limitations.

We may redeem the rights for \$.01 per right at any time until the first public announcement of the acquisition of beneficial ownership of 15% of our common stock. At any time after a person has acquired 15% or more (but before any person has acquired more than 50%) of our common stock, we may exchange all or part of the rights for shares of common stock at an exchange ratio of one share of common stock per right. The rights expire on April 18, 2010.

We have amended the Rights Plan concurrent with the execution of the business combination agreement with Vivendi (see Note 20) to provide that (a) the Rights Plan will not be triggered by the business combination agreement or the transaction and (b) the Rights Plan will terminate upon the completion of the transaction and all rights existing under the Rights Plan will be extinguished.

## 16. Comprehensive Income (Loss) and Accumulated Other Comprehensive Income (Loss)

The components of comprehensive income (loss) for the years ended March 31, 2008, 2007, and 2006 were as follows (amounts in thousands):

	March 31, 2008	March 31, 2007	March 31, 2006
Net income	\$ 344,883	\$ 85,787	\$ 40,251
Other comprehensive income (loss):			
Unrealized appreciation (depreciation) on investments, net of taxes	(1,896)	(8,224)	10,576
Foreign currency translation adjustment	8,046	12,057	(5,825)
Other comprehensive income	6,150	3,833	4,751
Comprehensive income	\$ 351,033	\$ 89,620	\$ 45,002

The components of accumulated other comprehensive income (loss) for the year ended March 31, 2008 were as follows (amounts in thousands):

	Foreign Currency	Unrealized Appreciation (Depreciation) on Investments	Accumulated Other Comprehensive Income (Loss)
Balance, March 31, 2007	\$ 21,070	\$ (868)	\$ 20,202
Other comprehensive income (loss)	8,046	(1,896)	6,150
Balance, March 31, 2008	\$ 29,116	\$ (2,764)	\$ 26,352

Comprehensive income is presented net of taxes of \$1.2 million related to net unrealized depreciation on investments for the year ended March 31, 2008. Income taxes were not provided for foreign currency translation items as these are considered indefinite investments in non-U.S. subsidiaries.

## Notes to Consolidated Financial Statements (Continued)

## 17. Supplemental Cash Flow Information

Non-cash investing and financing activities and supplemental cash flow information are as follows (amounts in thousands):

	For the years ended March 31,		
	2008	2007	2006
<b>Non-cash investing and financing activities:</b>			
Common Stock issued related to acquisitions	\$ 25,864	\$ 36,918	\$ 2,793
Common Stock related to employee bonuses	1,857	—	—
Change in unrealized appreciation (depreciation) on investments, net of taxes	(1,896)	(8,224)	10,576
Common stock payable, related to acquisition	—	39,000	—
Adjustment-prior period purchase allocation	(318)	51	(260)
<b>Supplemental cash flow information:</b>			
Cash paid for income taxes	\$ 48,393	\$ 3,677	\$ 4,698
Cash paid for interest	108	100	263

## 18. Quarterly Financial and Market Information (Unaudited)

	For the quarters ended				For the year ended
	June 30	Sept. 30	Dec. 31	Mar. 31	
(Amounts in thousands, except per share data)					
<b>Fiscal 2008:</b>					
Net revenues	\$ 495,455	\$ 317,746	\$ 1,482,484	\$ 602,451	\$ 2,898,136
Cost of sales	327,960	204,956	762,290	350,229	1,645,435
Operating income (loss)	30,092	(9,545)	404,534	54,533	479,614
Net income	27,826	698	272,196	44,163	344,883
Basic earnings per share	0.10	0.00	0.93	0.15	1.19
Diluted earnings per share	0.09	0.00	0.86	0.14	1.10
Common stock price per share:					
High	21.43	21.91	29.87	29.76	29.87
Low	18.16	16.94	18.81	25.11	16.94
<b>Fiscal 2007:</b>					
Net revenues	\$ 188,069	\$ 188,172	\$ 824,259	\$ 312,512	\$ 1,513,012
Cost of sales	137,800	141,078	483,180	216,007	978,065
Operating income (loss)	(33,449)	(37,410)	173,120	(29,114)	73,147
Net income (loss)	(18,309)	(24,302)	142,820	(14,422)	85,787
Basic earnings (loss) per share	(0.07)	(0.09)	0.51	(0.05)	0.31
Diluted earnings (loss) per share	(0.07)	(0.09)	0.46	(0.05)	0.28
Common stock price per share:					
High	15.11	16.00	18.19	19.20	19.20
Low	10.71	10.47	14.22	16.05	10.47

## Notes to Consolidated Financial Statements (Continued)

**19. Recently Issued Accounting Standards**

In December 2007, the FASB issued Statement No. 141(R), *Business Combinations* ("SFAS No. 141(R).") SFAS No. 141(R) provides greater consistency in the accounting and financial reporting of business combinations. It requires the acquiring entity in a business combination to recognize all assets acquired and liabilities assumed in the transaction, establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed, and requires the acquirer to disclose the nature and financial effect of the business combination. Also in December 2007, the FASB issued Statement No. 160, *Non-controlling Interests in Consolidated Financial Statements* ("SFAS No. 160.") SFAS No. 160 Statement amends Accounting Research Bulletin No. 51, *Consolidated Financial Statements*, to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 141(R) and SFAS No. 160 are required to be adopted simultaneously and are effective for the first annual reporting period beginning on or after December 15, 2008 with earlier adoption being prohibited. We do not currently have any non-controlling interests in our subsidiaries, and accordingly the adoption of SFAS No. 160 is not expected to have a material impact on our financial statements. We are currently evaluating the impact from the adoption of SFAS No. 141R on our Consolidated Financial Statements.

In September 2006, the FASB issued Statement No. 157 ("SFAS No. 157,") *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies to other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 for financial assets and liabilities and is effective for fiscal years beginning after November 15, 2008 for non-financial assets and liabilities. The adoption of SFAS No. 157 is not expected to have a material effect on our financial position or results of operations.

In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115* ("SFAS No. 159.") SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. Subsequent unrealized gains and losses on items for which the fair value option has been elected will be reported in earnings. The provisions of SFAS No. 159 are effective for financial statements issued for fiscal years beginning after November 15, 2007. The adoption of SFAS No. 159 is not expected to have a material effect on our financial position or results of operations.

In June 2007, the FASB ratified the Emerging Issues Task Force's ("EITF") consensus conclusion on EITF 07-03, *Accounting for Advance Payments for Goods or Services to Be Used in Future Research and Development*. EITF 07-03 addresses the diversity which exists with respect to the accounting for the non-refundable portion of a payment made by a research and development entity for future research and development activities. Under this conclusion, an entity is required to defer and capitalize non-refundable advance payments made for research and development activities until the related goods are delivered or the related services are performed. EITF 07-03 is effective for interim or annual reporting periods in fiscal years beginning after December 15, 2007 and requires prospective application for new contracts entered into after the effective date. The adoption of EITF 07-03 is not expected to have a material impact on our Consolidated Financial Statements.

In March 2008, the FASB issued Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133* ("SFAS No. 161") SFAS No. 161 changes

## Notes to Consolidated Financial Statements (Continued)

**19. Recently Issued Accounting Standards (Continued)**

the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The guidance in SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. SFAS No. 161 encourages, but does not require, comparative disclosures for earlier periods at initial adoption. We are currently assessing the impact of SFAS No. 161.

**20. Business Combination Agreement with Vivendi**

On December 2, 2007, we and Vivendi S.A. ("Vivendi") (Euronext Paris: VIV) announced the signing of a definitive agreement to combine Vivendi Games, Inc. ("Vivendi Games,") Vivendi's interactive entertainment business—which includes Blizzard Entertainment, Inc., the creator of *World of Warcraft*, a massively multi-player online role-playing game franchise—with us. If the transaction closes, we will be renamed Activision Blizzard, Inc. ("Activision Blizzard"), and we expect to continue to operate as a public company traded on NASDAQ under the ticker ATVI. While we will be the legal acquirer and the surviving entity in this transaction, Vivendi Games will be deemed to be the accounting acquirer in the transaction treated as a reverse acquisition for accounting purposes. As such, our historical financial statements after the close of the merger will be those of Vivendi Games. As Activision will be the deemed accounting acquiree, we are charging to expenses all costs related to the merger as incurred.

Under the term of the business combination agreement, we and Vivendi Games will combine our businesses through the merger of a newly formed, wholly owned subsidiary of ours with and into Vivendi Games. As a result of the merger, Vivendi Games, the parent company of Blizzard Entertainment, Inc. and Sierra Entertainment, Inc., will become a wholly owned subsidiary of ours. VGAC LLC, a subsidiary of Vivendi and the sole stockholder of Vivendi Games, will receive approximately 295.3 million newly issued shares of our common stock in the merger, which number is based upon a valuation of Vivendi Games at \$8.121 billion and a per share price for our common stock of \$27.50.

Simultaneously with the merger, Vivendi will purchase from us 62.9 million newly issued shares of our common stock, at \$27.50 per share, for an aggregate purchase price of approximately \$1.731 billion. Immediately following completion of the merger and share purchase, Vivendi and its subsidiaries are expected to own approximately 52.2% of the issued and outstanding shares of Activision Blizzard's common stock on a fully diluted basis.

After the closing of the transaction, Activision Blizzard will commence a cash tender offer for up to 146.5 million of its shares (representing approximately 50% of the shares of our common stock outstanding immediately prior to the transaction) at \$27.50 per share. If the tender offer is fully subscribed, Vivendi and its subsidiaries are expected to own approximately 68.0% of the issued and outstanding shares of Activision Blizzard's common stock on a fully diluted basis. Under the terms of the business combination agreement, we and Vivendi have agreed the purchase of the shares tendered in the tender offer will be funded as follows: (a) the first \$2.928 billion of the aggregate consideration will be funded by Activision Blizzard with proceeds from the share purchase described above, available cash on hand and, if necessary, borrowings made under one or more new credit facilities; (b) if the

## Notes to Consolidated Financial Statements (Continued)

**20. Business Combination Agreement with Vivendi (Continued)**

aggregate consideration is more than \$2.928 billion, Vivendi has agreed to purchase from Activision Blizzard, at a purchase price of \$27.50 per share, additional newly issued shares of Activision Blizzard common stock in an amount equal to the lesser of (x) \$700 million and (y) the excess of the aggregate consideration over \$2.928 billion, which amount will be used to fund the amount of the aggregate consideration that is in excess of \$2.928 billion; and (c) if the aggregate consideration exceeds \$3.628 billion, Activision Blizzard will fund the additional amount of the aggregate consideration that is in excess of \$3.628 billion (up to the maximum aggregate consideration of \$4.028 billion) through borrowings made under the new credit facilities issued by Vivendi (see Note 21).

All information included in the accompanying Consolidated Financial Statements and notes to Consolidated Financial Statements in this report reflects only our results, and does not reflect any impact of the proposed merger.

**21. Senior Unsecured Credit Agreement with Vivendi**

On April 29, 2008, we entered into a senior unsecured credit agreement (the "Credit Agreement") with Vivendi. Borrowings under the Credit Agreement cannot be effected until the consummation of the transactions contemplated by the business combination agreement ("BCA") described in Note 20 above (the "Transactions.") As previously disclosed, after the closing of the Transactions, among other things, the Company's name will be changed to Activision Blizzard.

After the closing of the Transactions, the Credit Agreement will provide Activision Blizzard with (i) a term loan credit facility (the "Tranche A Facility") in an aggregate amount of up to \$400.0 million to be applied to fund that portion of the post-closing tender offer consideration in excess of \$3.628 billion as set forth in the BCA, (ii) a term loan credit facility (the "Tranche B Facility") in an aggregate amount of up to \$150.0 million to be applied to repay certain indebtedness of Vivendi Games after the closing in accordance with the terms of the BCA, and (iii) a revolving credit facility (the "Revolving Facility," and collectively with the Tranche A Facility and the Tranche B Facility, the "New Credit Facilities") in an aggregate amount of up to \$475.0 million to be used after the closing of the Transactions for general corporate purposes. In the event the BCA terminates prior to the closing of the Transactions, the New Credit Facilities will terminate effective on the same date.

Subject to execution of customary closing documentation, the Tranche A Facility will be funded after the end of the tender offer period, in a single borrowing that is limited to the amount, if any, of the aggregate consideration to be paid in respect of the post-closing tender offer in excess of \$3.628 billion. The Tranche B Facility will be funded after the consummation of the Transactions. Borrowings under the Revolving Facility will be subject to the foregoing conditions and other customary conditions, such as the truth of representations and warranties and the absence of default.

Borrowings under each of the New Credit Facilities will bear interest by reference to the "LIBOR" (and under limited circumstances, at Vivendi's election, a "Base Rate.") The applicable margin with respect to loans bearing interest with reference to the LIBOR will be (i) 0.85% per annum for loans under the Tranche A Facility and (ii) 1.20% per annum for loans under the Tranche B Facility and the Revolving Facility, respectively. The applicable margin with respect to loans bearing interest with reference to the Base Rate, if any, will be 1.0% lower than the margin applicable to LIBOR borrowings.

## Notes to Consolidated Financial Statements (Continued)

**21. Senior Unsecured Credit Agreement with Vivendi (Continued)**

Any unused amounts under the Revolving Facility will be subject to a commitment fee of 0.42% per annum accruing from and after the closing of the Transactions.

The Tranche A Facility is payable in full on March 31, 2010. The Tranche B Facility and the Revolving Facility will terminate and be payable in full on March 31, 2011.

The loans under each of the New Credit Facilities may be prepaid in full or in part at any time, without premium or penalty (subject to customary breakage costs for loans bearing interest by reference to LIBOR), at Activision Blizzard's option.

The loans under each of the New Credit Facilities are subject to mandatory prepayment in an amount of 100% of the proceeds from (i) asset sales in excess of \$30.0 million in the aggregate (subject to customary reinvestment rights) and (ii) issuance of equity (subject to exceptions for issuance of stock to employees and issuances of the proceeds used to fund permitted acquisitions, investments and/or capital expenditures).

The New Credit Facilities are subject to customary negative covenants, in each case subject to certain exceptions, qualifications and baskets, including limitations on: indebtedness; liens; investments, mergers, consolidations and acquisitions; transactions with affiliates; issuance of preferred stock by subsidiaries; sale and leaseback transactions, restricted payments and certain restrictions with respect to subsidiaries. The limitation on indebtedness provides that Activision Blizzard and its subsidiaries cannot incur consolidated indebtedness, net of unrestricted cash, in excess of \$1.5 billion, and that no additional indebtedness may be incurred as long as the ratio of Activision Blizzard's consolidated indebtedness (including the indebtedness to be incurred) minus the amount of unrestricted cash to Activision Blizzard's consolidated earnings before interest, taxes, depreciation and amortization for its most recently ended four quarters would be greater than 1.50 to 1.0. This limitation does not, however, affect Activision Blizzard's ability to borrow under the New Credit Facilities or to incur certain types of limited debt.

The New Credit Facilities also impose a requirement on Activision Blizzard that the ratio of (i) consolidated indebtedness (net of certain cash) to (ii) the sum of its shareholder's equity plus consolidated indebtedness (net of certain cash) not exceed 20.0% at any time.

Events of default under the New Credit Facilities include nonpayment, breaches of representations, warranties or covenants, cross-defaults, bankruptcy or insolvency events, and failures to satisfy material judgments, in most events subject to materiality levels, grace periods and other customary exceptions.

**ACTIVISION, INC. AND SUBSIDIARIES**  
**VALUATION AND QUALIFYING ACCOUNTS**

(Amounts in thousands)

Col. A Description	Col. B Balance at Beginning of Period	Col. C Additions(A)	Col. D Deductions(B)	Col. E Balance at End of Period
<b>Year ended March 31, 2008</b>				
Allowance for sales returns and price protection	\$ 89,643	\$ 217,695	\$ 179,970	\$ 127,368
Allowance for doubtful accounts	1,775	263	(5)	2,043
Deferred tax valuation allowance	382	—	—	382
<b>Year ended March 31, 2007</b>				
Allowance for sales returns and price protection	\$ 95,150	\$ 143,456	\$ 148,963	\$ 89,643
Allowance for doubtful accounts	3,103	(1,804)	(476)	1,775
Deferred tax valuation allowance	35,555	—	35,173	382
<b>Year ended March 31, 2006</b>				
Allowance for sales returns and price protection	\$ 67,603	\$ 262,555	\$ 235,008	\$ 95,150
Allowance for doubtful accounts	1,588	5,149	3,634	3,103
Deferred tax valuation allowance	25,666	9,943	54	35,555

(A) Includes increases in allowance for sales returns, price protection, doubtful accounts, and deferred tax valuation due to normal reserving terms and allowance accounts acquired in conjunction with acquisitions.

(B) Includes actual write-offs of sales returns, price protection, uncollectible accounts receivable, net of recoveries, and foreign currency translation and other adjustments, and deferred taxes.

## EXHIBIT INDEX

Exhibit Number	Exhibit
2.1	Business Combination Agreement, dated as of December 1, 2007, by and among Activision, Inc., Sego Merger Corporation, Vivendi S.A., VGAC LLC and Vivendi Games, Inc. (incorporated by reference to Exhibit 2.1 of Activision's Form 8-K, filed December 6, 2007).
3.7	Amended and Restated Certificate of Incorporation of Activision Holdings, dated June 9, 2000 (incorporated by reference to Exhibit 2.5 of Activision's Form 8-K, filed June 16, 2000).
3.8	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Activision Holdings dated as of June 9, 2000 (incorporated by reference to Exhibit 2.7 of Activision's Form 8-K, filed June 16, 2000).
3.9	Certificate of Designation of Series A Junior Preferred Stock of Activision, Inc. dated as of December 27, 2001 (incorporated by reference to Exhibit 3.4 of Activision's Form 10-Q for the quarter ended December 31, 2001).
3.10	Certificate of Amendment of Amended and Restated Certificate of Incorporation, as amended, of Activision, Inc., dated as of April 4, 2005 (incorporated by reference to Exhibit 3.1 of Activision's Form 8-K, filed April 5, 2005).
3.11	Certificate of Designation of Series A Junior Preferred Stock of Activision, Inc. dated August 4, 2005 (incorporated by reference to Exhibit 3.1 of Activision's Form 8-K, filed August 5, 2005).
3.12	Third Amended and Restated By-Laws of Activision, Inc., dated September 27, 2007 (incorporated by reference to Exhibit 3.6 to Activision's Registration Statement on Form S-8, Registration No. 333-146431, filed October 1, 2007).
4.1	Rights Agreement dated as of April 18, 2000, between Activision, Inc. and Continental Stock Transfer & Trust Company, which includes as exhibits the form of Right Certificates as Exhibit A, the Summary of Rights to Purchase Series A Junior Preferred Stock as Exhibit B and the form of Certificate of Designation of Series A Junior Preferred Stock of Activision as Exhibit C, (incorporated by reference to Activision's Registration Statement on Form 8-A, Registration No. 001-15839, filed April 19, 2000).
4.2	Amendment No. 1 to the Rights Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Continental Stock Transfer & Trust Company, as rights agent (incorporated by reference to Exhibit 4.1 of Activision's Form 8-K, filed December 6, 2007).
10.1	Activision, Inc. 1991 Stock Option and Stock Award Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-K for the year ended March 31, 2002).
10.2	Amendment to the 1991 Stock Option and Stock Award Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.1 of Activision's Current Report on Form 8-K filed September 20, 2006).
10.3	Activision, Inc. 1998 Incentive Plan, as amended (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended September 30, 2001).
10.4	Amendment to the 1998 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.2 of Activision's Current Report on Form 8-K filed September 20, 2006).

- 10.5 Activision, Inc. 1999 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.6 Amendment to the 1999 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.3 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.7 Activision, Inc. 2001 Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.8 Amendment to the 2001 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.4 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.9 Activision, Inc. 2002 Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2003).
- 10.10 Amendment to the 2002 Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.5 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.11 Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 4.1 of Activision's Form S-8, Registration No. 333-100114 filed September 26, 2002).
- 10.12 Amendment to the 2002 Executive Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.6 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.13 Activision, Inc. 2002 Studio Employee Retention Incentive Plan (incorporated by reference to Exhibit 4.1 of Activision's Form S-8, Registration No. 333-103323 filed February 19, 2003).
- 10.14 Amendment to the 2002 Studio Employee Retention Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.7 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.15 Activision, Inc. Third Amended and Restated 2002 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.2 of Activision's Current Report on Form 8-K filed October 23, 2006).
- 10.16 Activision, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan for International Employees (incorporated by reference to Exhibit 10.1 of Activision's Current Report on Form 8-K filed October 23, 2006).
- 10.17 Activision, Inc. Sub-Plan to the Second Amended And Restated 2002 Employee Stock Purchase Plan for International Employees for Eligible Employees in the European Economic Area.
- 10.18 Australian Addendum to the Activision, Inc. Sub-Plan to the Second Amended And Restated 2002 Employee Stock Purchase Plan for International Employees for Eligible Employees.
- 10.19 Activision, Inc. Amended and Restated 2003 Incentive Plan (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2005).

- 10.20 Amendment to the 2003 Executive Incentive Plan, dated as of September 14, 2006 (incorporated by reference to Exhibit 10.9 of Activision's Current Report on Form 8-K filed September 20, 2006).
- 10.21 Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 99.1 to Activision's Registration Statement on Form S-8, Registration No. 333-146431, filed October 1, 2007).
- 10.22 Australian Addendum to the Activision, Inc. 2007 Incentive Plan.
- 10.23 Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 1998 Incentive Plan (incorporated by reference to Exhibit 10.1 of Activision's Form 8-K, filed May 31, 2005).
- 10.24 Form of Stock Option Certificate for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 1999 Incentive Plan (incorporated by reference to Exhibit 10.2 of Activision's Form 8-K, filed May 31, 2005).
- 10.25 Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 2001 Incentive Plan (incorporated by reference to Exhibit 10.3 of Activision's Form 8-K, filed May 31, 2005).
- 10.26 Form of Stock Option Agreement for grants to persons other than non-employee directors issued pursuant the Activision, Inc. 2002 Executive Incentive Plan (incorporated by reference to Exhibit 10.4 of Activision's Form 8-K, filed May 31, 2005).
- 10.27 Form of Executive Stock Option Agreement for grants to Robert Kotick or Brian Kelly issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.40 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.28 Form of Non-Executive Stock Option Agreement for grants to persons other than Robert Kotick or Brian Kelly and non-employee directors issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.41 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.29 Form of Non-Employee Director Stock Option Agreement for grants to non-employee directors issued pursuant the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.17 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.30 Notice of Share Option Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.18 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.31 Notice of Share Option Award for grants to non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.19 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.32 Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.20 of Activision's Form 10-K for the year ended March 31, 2007).

- 10.33 Notice of Restricted Share Unit Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2003 Incentive Plan (incorporated by reference to Exhibit 10.21 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.34 Notice of Stock Option Award for grants to persons other than non-employee directors pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.9 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.35 Notice of Stock Option Award for grants to non-employee directors pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.10 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.36 Notice of Restricted Share Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.11 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.37 Notice of Restricted Share Unit Award for grants to persons other than non-employee directors issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.12 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.38 Notice of Restricted Share Unit Award for grants to non-employee directors upon their initial election to the board or upon their tenth continuous year of service on the board issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.13 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.39 Notice of Restricted Share Unit Award for grants to non-employee directors upon their reelection to the board (other than in connection with 10 years of continuous service) issued pursuant to the Activision, Inc. 2007 Incentive Plan (incorporated by reference to Exhibit 10.14 of Activision's Form 10-Q for the quarter ended December 31, 2007).
- 10.40 Employment Agreement, dated July 22, 2002, between Ronald Doornink and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.6 of Activision's Form 10-Q for the quarter ended June 30, 2002).
- 10.41 Amendment, dated February 27, 2003, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.34 of Activision's Form 10-K for the year ended March 31, 2005).
- 10.42 Amendment, dated June 1, 2004, to Employment Agreement dated July 22, 2002, between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended June 30, 2004).
- 10.43 Amendment, dated June 15, 2005, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.44 Amendment, dated June 4, 2007, to Employment Agreement dated July 22, 2002 between Activision Publishing, Inc. and Ronald Doornink (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended June 30, 2007).
- 10.45 Employment Agreement, dated June 15, 2005, between Michael Griffith and Activision Publishing, Inc (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended June 30, 2005).

- 10.46 Amendment to Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Michael Griffith (incorporated by reference to Exhibit 10.7 of Activision's Form 8-K, filed December 6, 2007).
- 10.47 Stock Option Agreement, dated June 15, 2005, between Michael Griffith and Activision, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.48 Restricted Stock Agreement, dated June 15, 2005, between Michael Griffith and Activision, Inc. (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended June 30, 2005).
- 10.49 Employment Agreement, dated September 9, 2005, between Thomas Tippl and Activision Publishing, Inc (incorporated by reference to Exhibit 10.1 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.50 Stock Option Agreement, dated October 3, 2005, between Thomas Tippl and Activision, Inc. (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.51 Restricted Stock Agreement, dated October 3, 2005, between Thomas Tippl and Activision, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended September 30, 2005).
- 10.52 Employment Agreement, dated September 18, 2006, between Brian Hodous and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended December 31, 2006).
- 10.53 Letter Agreement, dated September 6, 2006, between Brian Hodous and Activision, Inc. (incorporated by reference to Exhibit 10.44 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.54 Notice of Share Option Award to, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.45 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.55 Notice of Restricted Stock Award, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.46 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.56 Notice of Restricted Stock Award, dated as of November 3, 2006, to Brian Hodous (incorporated by reference to Exhibit 10.47 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.57 Employment Agreement, dated October 1, 2006, between Robin Kaminsky and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended December 31, 2006).
- 10.58 Notice of Share Option Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.59 Notice of Share Option Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.3 of Activision's Form 10-Q for the quarter ended September 30, 2007).

- 10.60 Notice of Restricted Stock Award to Robin Kaminsky, dated as of October 19, 2006 (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.61 Notice of Restricted Stock Award to Robin Kaminsky, dated as of October 19, 2006, between Activision and Robin Kaminsky (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.62 Employment Agreement, dated September 11, 2007, between George Rose and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.7 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.63 Notice of Share Option Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.12 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.64 Notice of Restricted Share Unit Award to George Rose, dated September 28, 2007 (incorporated by reference to Exhibit 10.13 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.65 Employment Agreement, dated September 12, 2007, between Ann Weiser and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.66 Notice of Share Option Award to Ann Weiser, dated September 28, 2007 (incorporated by reference to Exhibit 10.14 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.67 Notice of Restricted Share Unit Award to Ann Weiser, dated September 28, 2007 (incorporated by reference to Exhibit 10.15 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.68 Amended and Restated Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.3 of Activision's Form 8-K, filed December 6, 2007).
- 10.69 Replacement Bonus Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.5 of Activision's Form 8-K, filed December 6, 2007).
- 10.70 Stock Option Agreement, dated May 22, 2000, between Activision, Inc. and Robert A. Kotick (incorporated by reference to Exhibit 10.2 of Activision's Form 10-Q for the quarter ending September 30, 2000).
- 10.71 Notice of Stock Option Award to Robert A. Kotick, dated December 5, 2007.
- 10.72 Amended and Restated Employment Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.4 of Activision's Form 8-K, filed December 6, 2007).
- 10.73 Replacement Bonus Agreement, dated as of December 1, 2007, by and between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.6 of Activision's Form 8-K, filed December 6, 2007).
- 10.74 Stock Option Agreement, dated May 22, 2000, between Activision, Inc. and Brian G. Kelly (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ending September 30, 2000).

- 10.75 PlayStation 2 CD-ROM/DVD-ROM Licensed Publisher Agreement, dated as of April 1, 2000, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.9 of Activision's Form S-3, Registration No. 333-101271, filed January 14, 2003).\*
- 10.76 Letter regarding Modification of Territory for PlayStation 2 CD-ROM/DVD-ROM Licensed Publisher Agreement, dated as of June 11, 2004, from Sony Computer Entertainment America Inc. to Activision, Inc. (incorporated by reference to Exhibit 10.50 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.77 PlayStation 2 Licensed Publisher Agreement, dated as of March 23, 2001, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.10 of Activision's Form S-3, Registration No. 333-101271, filed January 14, 2003).\*
- 10.78 PlayStation Portable ("PSP") Licensed PSP Publisher Agreement, dated September 15, 2004, between Sony Computer Entertainment America Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.46 of Activision's Form 10-K for the year ended March 31, 2005).\*
- 10.79 PlayStation Portable ("PSP") Licensed PSP Publisher Agreement, dated September 27, 2005, between Sony Computer Entertainment Europe Limited and Activision UK Limited (incorporated by reference to Exhibit 10.60 of Activision's Form 10-K for year ended March 31, 2006).\*
- 10.80 Global PlayStation 3 Format Licensed Publisher Agreement, dated March 5, 2007, between Sony Computer Entertainment America, Inc. and Activision, Inc. (incorporated by reference to Exhibit 10.54 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.81 Confidential License Agreement for the Nintendo DS (Western Hemisphere), dated as of October 11, 2004, between Nintendo Co., Ltd. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.82 First Amendment to Confidential License Agreement for Nintendo DS (Western Hemisphere), dated as of July 16, 2007, between Nintendo Co., Ltd. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.6 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.83 License Agreement for the Nintendo DS System (EEA, Australia and New Zealand), dated June 20, 2006, between Nintendo Co., Ltd. and Activision, Inc. (incorporated by reference to Exhibit 10.61 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.84 Confidential License Agreement for the Wii Console (Western Hemisphere), dated September 12, 2007, between Nintendo of America, Inc. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.9 of Activision's Form 10-Q for the quarter ended September 30, 2007).\*
- 10.85 Confidential License Agreement for the Wii Console (EEA, Australia and New Zealand), dated December 3, 2007, between Nintendo Co., Ltd., Activision, Inc. and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.8 of Activision's Form 10-Q for the quarter ended December 31, 2007).\*

- 10.86 Microsoft Corporation Xbox 360 Publisher License Agreement, dated as of October 25, 2005, between Microsoft Licensing, GP and Activision Publishing, Inc (incorporated by reference to Exhibit 10.4 of Activision's Form 10-Q for the quarter ended December 31, 2005).\*
- 10.87 Xbox 360 Disc Program Addendum to the Xbox 360 Publisher License Agreement, dated as of December 15, 2005, between Microsoft Licensing, GP and Activision Publishing, Inc (incorporated by reference to Exhibit 10.5 of Activision's Form 10-Q for the quarter ended December 31, 2005).\*
- 10.88 Amendment to the Xbox 360 Publisher Licensing Agreement (Platinum/Classic Hits Program), dated as of October 1, 2006, by and between Microsoft Licensing, GP and Activision, Inc. (incorporated by reference to Exhibit 10.68 of Activision's Form 10-K for the year ended March 31, 2007).\*
- 10.89 Xbox Live Server Platform Addendum to the Xbox 360 Publisher Licensing Agreement, dated as of February 6, 2007, by and between Microsoft Licensing, GP and Activision Publishing, Inc. (incorporated by reference to Exhibit 10.69 of Activision's Form 10-K for the year ended March 31, 2007).
- 10.90 Chart of Compensation Paid to Non-Employee Directors (incorporated by reference to Exhibit 10.10 of Activision's Form 10-Q for the quarter ended September 30, 2007).
- 10.91 Voting and Lock-Up Agreement, dated as of December 1, 2007, by and among Activision, Inc., Vivendi S.A. and Robert A. Kotick (incorporated by reference to Exhibit 10.1 of Activision's Form 8-K, filed December 6, 2007).
- 10.92 Voting and Lock-Up Agreement, dated as of December 1, 2007, by and among Activision, Inc., Vivendi S.A. and Brian G. Kelly (incorporated by reference to Exhibit 10.2 of Activision's Form 8-K, filed December 6, 2007).
- 14.1 Code of Ethics for Senior Executive and Senior Financial Officers (incorporated by reference to Exhibit 14.1 of Activision's Form 10-K for the year ended March 31, 2004).
- 21.1 Principal subsidiaries of Activision.
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 31.1 Certification of Robert A. Kotick pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Michael Griffith pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.3 Certification of Thomas Tippl pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Robert A. Kotick pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Michael Griffith pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- 32.3 Certification of Thomas Tippl pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
  - 99.1 Risk Factors from Preliminary Proxy Statement Filed by Activision on April 30, 2008.
  - 99.2 Stipulation of Settlement, dated May 8, 2008 in In re Activision, Inc. Shareholder Derivative Litigation.
  - 99.3 Order Preliminarily Approving Derivative Settlement and Providing for Notice, dated May 13, 2008 in In re Activision, Inc. Shareholder Derivative Litigation.
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\* Portions omitted pursuant to a request for confidential treatment.

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**ACTIVISION, INC.  
SUB-PLAN TO THE  
SECOND AMENDED AND RESTATED  
2002 EMPLOYEE STOCK PURCHASE PLAN  
FOR INTERNATIONAL EMPLOYEES, AS AMENDED  
FOR ELIGIBLE EMPLOYEES IN THE EUROPEAN ECONOMIC AREA (“EEA”)**

**1. Purpose of the Sub-Plan**

(a) The Board of Directors of Activision, Inc. (the “*Company*”) has established the Activision, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan for International Employees, as amended (the “*Activision International Plan*”), to provide Eligible Employees with a convenient means to acquire an equity interest in the Company, to enhance such employees’ sense of participation in the affairs of the Company and its subsidiaries, and to provide an incentive for continued employment.

(b) Paragraph 3(b) of the Activision International Plan specifically authorizes a committee appointed by the Board of Directors of the Company (the “*Committee*”) to adopt such rules, guidelines and forms as it deems appropriate to implement the Plan.

(c) The Committee has determined that it is appropriate and advisable to establish a sub-plan to the Activision International Plan for the purpose of complying with applicable local laws implementing the EU Prospectus Directive 2003/71/EC (November 4, 2003).

(d) The rules of this sub-plan (the “*Sub-Plan*”) shall, together with the rules of the Activision International Plan, govern the offering of and the participation in the Activision International Plan with respect to all Eligible Employees located in any European Union (“EU”) Member State or European Economic Area (“EEA”) treaty adherent state.

**2. Terms of the Sub-Plan**

(a) Any capitalized term used but not defined herein shall have the meaning given to such term in the Activision International Plan.

(b) Notwithstanding any other provision in the Activision International Plan, in no event shall the total consideration paid through payroll deductions authorized or Alternative Payments made by Participants located in EU Member States and EEA treaty adherent states for the purchase of Stock under the Activision International Plan, when combined with the total consideration of all other offers to the public by the Company of its Stock within any EU Member State or EEA treaty adherent state, exceed the amount of €2,499,999 in a 12-month period.

In order not to exceed this limit, the Company reserves the right to limit the number of shares of Stock that may be purchased by each Participant to ensure that the total consideration

of all offers of Stock within any EU Member State or EEA treaty adherent state does not exceed €2,499,999 in a 12-month period. Any such limit imposed under this Sub-Plan will be applied to all Participants on similar terms and on a pro-rata basis.

(c) Subject to the terms of the Activision International Plan, the Committee reserves the right to amend or terminate the Sub-Plan, as contained herein, at any time.

## AUSTRALIAN ADDENDUM

### ACTIVISION, INC. SECOND AMENDED AND RESTATED 2002 EMPLOYEE STOCK PURCHASE PLAN FOR INTERNATIONAL EMPLOYEES, AS AMENDED

#### 1. PURPOSE

This addendum (the “**Australian Addendum**”) to the Activision, Inc. Second Amended and Restated 2002 Employee Stock Purchase Plan for International Employees, as amended (the “**Activision International Plan**”) has been or will be adopted<sup>1</sup> to set forth certain rules which, together with those provisions of the Activision International Plan which are supplemented by this Australian Addendum, will:

- (a) govern the operation of the Plan (as defined below) with respect to Australian Offerees (as defined below), and
- (b) ensure compliance of the Plan with ASIC Class Order 03/184 (the “**Class Order**”), relevant provisions of the *Corporations Act 2001* and ASIC Regulatory Guide 49.

In the event of any conflict between these provisions and the Activision International Plan, these provisions shall prevail.

#### 2. DEFINITIONS

Except as set out below, capitalized terms used herein shall have the meanings given to such terms in the Activision International Plan.

For the purposes of this Australian Addendum:

“**ASIC**” means the Australian Securities and Investments Commission;

“**Associated Body Corporate**” means (as determined in accordance with the *Corporations Act 2001*):

- (a) a body corporate that is a related body corporate of the Company; or
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%;

“**Australian ADI**” means an Australian authorized deposit-taking institution which is regulated by the Australian Prudential Regulation Authority under the Australian Banking Act;

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<sup>1</sup> The Company may adopt the Australian Addendum after the Offer date, but undertakes to adopt the Australian Addendum prior to the beginning of the Offering Period to which the Offer relates. In the unlikely event that the Australian Addendum is not adopted prior to the beginning of the Offering Period, the Offer will be rescinded and Australian Offerees will not be entitled to participate in the Plan with respect to the Offering Period to which the Offer relates.

“**Australian Offeree**” means any person to whom an offer or invitation of shares of Stock is made in Australia under the Plan;

“**Australian Participant**” means an Australian Offeree who has accepted an Offer (as defined below) to participate in the Plan;

“**Australian Subsidiary**” means each Australian Associated Body Corporate of the Company whose employees have been designated to participate in the Plan;

“**Contributions**” means contributions made by an Australian Participant from his or her Compensation to participate in the Plan;

“**Offer**” means an offer made in Australia to Australian Offerees to purchase shares of Stock under the terms of the Plan; and

“**Plan**” means the Activision International Plan, as supplemented for implementation in Australia by the Australian Addendum.

#### 3. FORM OF AWARDS GOVERNED BY THIS ADDENDUM

This Australian Addendum governs the grant of rights to purchase shares of Stock under the Plan. The rights to purchase shares of Stock will be granted to Australian Offerees at no cost to them.

#### **4. AUSTRALIAN OFFEREES**

In Australia, an Offer may be extended only to Australian Offerees who at the time of the Offer are full- or part-time employees of the Company or an Australian Subsidiary and who meet the eligibility requirements of the Plan.

#### **5. AUSTRALIAN OFFER DOCUMENT**

##### **5.1 Copy of Plan**

Any Offer made in Australia to participate in the Plan must be in writing (the “**Offer Document**”) which sets out the terms of the Offer and must include or be accompanied by a copy of the rules of the Plan (or a summary thereof). Where a summary of the Plan is provided with the Offer, the Offer Document must include an undertaking that, during the Offering Period, the Company or its Australian Subsidiary will, within a reasonable period of time of an Australian Offeree so requesting, provide the Australian Offeree with a copy of the rules of the Plan, without charge. The Company must take reasonable steps to ensure that any Australian Offeree is given a copy of the Offer Document.

##### **5.2 Employee Contributions to Be Held In Trust with Australian ADI**

The Offer Document must also state:

- (a) the Australian ADI where Contributions are held;

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- (b) the length of time Contributions may be held; and

- (c) the rate of interest payable (if any) on the Contributions held in the account.

##### **5.3 Australian Dollar Equivalent of Purchase Price**

The Offer Document must specify the Australian dollar equivalent of the Purchase Price were the Purchase Price formula applied at the date of the Offer.

##### **5.4 Updated Purchase Price Information**

The Offer Document must include an undertaking by the Company that, and an explanation of the way in which, the Company or its Australian Subsidiary will (during the Offering Period and within a reasonable period of an Australian Offeree so requesting), make available to the Australian Offeree the following information:

- (a) the Australian dollar equivalent of the current Fair Market Value of the shares of Stock offered under the Plan; and
- (b) the Australian dollar equivalent of the Purchase Price if the Purchase Price formula were applied at the date of the Australian Offeree’s request.

For the purposes of this clause 5.4 and as defined in Section 1(i) of the Activision International Plan, the current Fair Market Value of the shares of Stock generally shall be equal to the price at which such Stock was last traded on the Nasdaq Global Select Market (or the stock exchange on which the Stock is listed and traded) on the applicable date, as reported in *The Wall Street Journal* or as reported directly to the Company by Nasdaq or another stock exchange. Please note that for Australian tax purposes, market value is defined differently than Fair Market Value, as described in the applicable Offer Document.

##### **5.5 Exchange Rate for Australian Dollar Equivalent of Purchase Price**

For the purpose of calculating the Purchase Price in Australian dollars, the Australian / U.S. dollar exchange rate shall be calculated by reference to the relevant exchange rate published by an Australian bank no earlier than on the previous business day.

#### **6. NO LOAN OR FINANCIAL ASSISTANCE**

Neither the Company, nor any Associated Body Corporate, may offer Australian Participants any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares of Stock to which the Offer relates.

#### **7. RESTRICTION ON CAPITAL RAISING: 5% LIMIT**

In the case of any Offer that will involve the issue of shares of Stock or a right to purchase or receive shares of Stock, the number of shares of Stock that are the subject of the Offer under the Plan, or to be purchased pursuant to the Plan, when aggregated with:

- (a) the number of shares of Stock in the same class which would be issued to Australian Offerees were each outstanding Offer of shares of Stock or rights to purchase shares of Stock under the Plan or any other employee share scheme of the Company, to be accepted or exercised (as the case may be); and
- (b) the number of shares of Stock in the same class issued during the previous five (5) years pursuant to the Plan or any other employee share scheme extended only to employees or directors of the Company or any Associated Body Corporate of the Company,

but not including any Offer made or shares of Stock issued by way of or as a result of:

- (i) an offer or invitation to a person situated at the time of receipt of the offer or invitation outside Australia; or
- (ii) an offer that was an excluded offer or invitation within the meaning of the *Corporations Act 2001* as it existed prior to 13 March 2000; or
- (iii) an offer that did not require disclosure to investors because of section 708 of the *Corporations Act 2001*; or
- (iv) an offer that did not require a Product Disclosure Statement because of section 1012D of the *Corporations Act 2001*; or
- (v) an offer made under a disclosure document or a Product Disclosure Statement,

must not exceed five percent (5%) of the total number of issued shares of Stock in that class of shares of the Company as at the time of the Offer.

## **8. LODGING OF OFFER DOCUMENT WITH ASIC**

A copy of the Offer Document (which need not contain details of the Offer particular to the Australian Offeree such as the identity or entitlement of the Offeree) and each accompanying document must be filed with ASIC no later than seven (7) days after the first distribution of such documents to an Australian Offeree.

## **9. COMPLIANCE WITH UNDERTAKINGS**

The Company or an Australian Subsidiary must comply with any undertaking required to be made in the Offer Document, including the undertaking to provide updated pricing information on request.

## **10. CONTRIBUTION PLAN**

All Contributions must be authorised by the Australian Offeree on the same form of agreement which is used in respect of the Offer or on a form which is included in or accompanies the Offer Document.

Any Contributions must, prior to being used to purchase shares of Stock, be held by the Company in trust for the Australian Participant in an account of an Australian ADI which is established and kept by the Company solely for the purpose of depositing the Contributions.

An Australian Participant may withdraw from participation in the Plan at any time and, as soon as practicable after such withdrawal, all money deposited with the Australian ADI in relation to that Australian Participant must be repaid to that Australian Participant. However, a withdrawal during the period commencing twenty (20) days before the end of each six (6) month Accumulation Period shall not be effective until the commencement of the next Accumulation Period.

\* \* \* \* \*

## AUSTRALIAN ADDENDUM

### ACTIVISION, INC. 2007 INCENTIVE PLAN

#### 1. PURPOSE

This addendum (the “**Australian Addendum**”) to the Activision, Inc. 2007 Incentive Plan (the “**Activision Incentive Plan**”) is adopted to set forth certain rules which, together with those provisions of the Activision Incentive Plan which are supplemented by this Australian Addendum, will:

- (a) govern the operation of the Australian Plan (as defined below) with respect to the grant of Awards (as defined below) to Australian Offerees (as defined below), and
- (b) ensure compliance of the Australian Plan with ASIC Class Order 03/184 (the “**Class Order**”), relevant provisions of the *Corporations Act 2001* and ASIC Regulatory Guide 49.

In the event of any conflict between these provisions and the Activision Incentive Plan, these provisions shall prevail.

#### 2. DEFINITIONS

Except as set out below, any capitalized term used herein shall have the meaning ascribed to such term in the Activision Incentive Plan.

For the purposes of this Australian Addendum:

“**ASIC**” means the Australian Securities and Investments Commission;

“**Associated Body Corporate**” means (as determined in accordance with the *Corporations Act 2001*):

- (a) a body corporate that is a related body corporate of the Company; or
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%;

“**Australian Offeree**” means any person to whom an offer or invitation of Common Shares, Stock Options, Restricted Share Units and/or other Awards is made in Australia under the Australian Plan;

“**Australian Subsidiary**” means each Australian Associated Body Corporate of the Company whose employees have been designated to participate in the Australian Plan;

“**Award**” means any Stock Option, SAR, Performance Share, Performance Unit, Restricted Share or Restricted Share Unit as defined under the Activision Incentive Plan;

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“**Offer**” means an offer made in Australia to Australian Offerees to acquire Common Shares under the terms of the Australian Plan; and

“**Australian Plan**” means the Activision Incentive Plan, as supplemented for implementation in Australia by the Australian Addendum.

#### 3. FORM OF AWARDS GOVERNED BY THIS ADDENDUM

This Australian Addendum governs the grant of Awards in Australia under the Australian Plan. Other awards contemplated by the Activision Incentive Plan will not be granted under this Addendum. All Awards will be granted to Australian Offerees at no cost to them.

#### 4. AUSTRALIAN OFFEREES

In Australia, an Offer may be extended only to Australian Offerees who at the time of the Offer are full- or part-time employees or directors of the Company or an Australian Subsidiary and who meet the eligibility requirements of the Australian Plan.

## 5. NO CONTRIBUTION PLAN OR TRUST

An Offer under the Australian Plan must not involve a contribution plan and the Company may not make any offer, issue or sale under the Australian Plan through a trust.

## 6. AUSTRALIAN OFFER DOCUMENT

### 6.1 Copy of Australian Plan

Any Offer made in Australia to participate in the Australian Plan must be in writing (the “**Offer Document**”) and such writing must set out the terms of the Offer and must include or be accompanied by a copy of the rules of the Australian Plan (or a summary thereof). Where a summary of the Australian Plan is provided with the Offer, the Offer Document must include an undertaking that, during the period in which Awards may be granted or Common Shares may be acquired under the Australian Plan, the Company or its Australian Subsidiary will, within a reasonable period of time of an Australian Offeree so requesting, provide the Australian Offeree with a copy of the rules of the Australian Plan, without charge. The Company must take reasonable steps to ensure that any Australian Offeree is given a copy of the Offer Document.

### 6.2 Australian Dollar Equivalent of Exercise Price (for Stock Options) or Issue Price (for other Awards)

For the Offer of Stock Options, the Offer Document must specify the Australian dollar equivalent of the Exercise Price as of the date of the Offer.

For the Offer of any other type of Award, the Offer Document must specify the Australian dollar equivalent of the issue price of the underlying Common Shares, the subject of the Offer Document (the “**Issue Price**”), if any, as of the date of the Offer.

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### 6.3 Updated Pricing Information

The Offer Document must include an undertaking by the Company that, and an explanation of the way in which, the Company or its Australian Subsidiary will (during the Offer period and within a reasonable period of an Australian Offeree so requesting) make available to the Australian Offeree the following information:

- (a) the Australian dollar equivalent of the current Market Value per Share as of the date of the Australian Offeree’s request; and
- (b) the Australian dollar equivalent of the Exercise Price or the Issue Price, as applicable, as of the date of the Australian Offeree’s request.

For the purposes of this clause 6.3 and as defined in Section 2(t) of the Activision Incentive Plan, the Market Value per Share means: as of a particular date, the closing price per Common Share as reported on the principal securities exchange, association or quotation system on which Common Shares are then listed or quoted. Please note that, for Australian tax purposes, market value is defined differently than Market Value per Share, as described in the applicable Offer Document.

### 6.4 Exchange Rate for Australian Dollar Equivalent of Exercise Price or Issue Price

For the purposes of clauses 6.2 and 6.3, the Australian / U.S. dollar exchange rate shall be calculated by reference to the relevant exchange rate published by an Australian bank no earlier than on the previous business day.

## 7. LOAN OR FINANCIAL ASSISTANCE

If the Company or an Associated Body Corporate offers an Australian Offeree any loan or other financial assistance for the purpose of acquiring the Common Shares to which the Offer relates, the Offer Document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

## 8. RESTRICTION ON CAPITAL RAISING: 5% LIMIT

In the case of any Offer that will involve the issue of Common Shares or a right to purchase or receive Common Shares, including Awards, the number of Common Shares that are the subject of the Offer under the Australian Plan, or to be received pursuant to an Award, when aggregated with:

- (a) the number of Common Shares in the same class which would be issued to Australian Offerees were each outstanding Offer of Common Shares or Awards to acquire unissued Common Shares under the Australian Plan or any other employee share scheme of the Company, to be accepted or exercised (as the case may be); and

- (b) the number of Common Shares in the same class issued during the previous five (5) years pursuant to the Australian Plan or any other employee share scheme extended

only to employees or directors of the Company or any Associated Body Corporate of the Company;

but not including any Offer made, Award granted or Common Shares issued by way of or as a result of:

- (i) an offer or invitation to a person situated at the time of receipt of the offer or invitation outside Australia; or
- (ii) an offer that was an excluded offer or invitation within the meaning of the *Corporations Act 2001* as it existed prior to 13 March 2000; or
- (iii) an offer that did not require disclosure to investors because of section 708 of the *Corporations Act 2001*; or
- (iv) an offer that did not require a Product Disclosure Statement because of section 1012D of the *Corporations Act 2001*; or
- (v) an offer made under a disclosure document or a Product Disclosure Statement,

must not exceed five percent (5%) of the total number of issued Common Shares in that class of shares of the Company as at the time of the Offer.

## **9. LODGING OF OFFER DOCUMENTS WITH ASIC**

A copy of the Offer Document (which need not contain details of the Offer particular to the Australian Offeree such as the identity or entitlement of the Offeree) and each accompanying document must be filed with ASIC no later than seven (7) days after the first distribution of such documents to an Australian Offeree.

## **10. COMPLIANCE WITH UNDERTAKINGS**

The Company or an Australian Subsidiary must comply with any undertaking required to be made in the Offer Document including the undertaking to provide updated pricing information on request.

\* \* \* \* \*

## ACTIVISION, INC.

## 2007 INCENTIVE PLAN

## NOTICE OF STOCK OPTION AWARD

You have been awarded an Option to purchase Shares of Activision, Inc. (the "Company"), as follows:

- Your name: **Robert A. Kotick**
- Total number of Shares purchasable upon exercise of the Option awarded: **1,850,000**
- Exercise Price: **US \$26.58 per Share**
- Date of Grant: **December 5, 2007**
- Expiration Date: **December 5, 2017**
- Grant ID: **07000743**
- Your Award of the Option is governed by the terms and conditions set forth in:
  - this Notice of Stock Option Award;
  - the Stock Option Award Terms attached hereto as Exhibit A (the "Award Terms");
  - your Employment Agreement; and
  - the Company's 2007 Incentive Plan, the receipt of a copy of which you hereby acknowledge.
- Your Stock Option Award has been made in connection with the execution of your Employment Agreement as a material inducement to your continuing employment with the Company pursuant to such agreement.
- *Schedule for Vesting:* Except as otherwise provided under the Award Terms, the Option awarded to you will vest and become exercisable in sixty (60) equal monthly installments commencing on January 1, 2008, provided you remain continuously employed by the Company Group through each such vesting date.
- The Option is not intended to be an "incentive stock option," as such term is defined in Section 422 of the Code.
- ***Please sign and return to the Company this Notice of Stock Option Award, which bears an original signature on behalf of the Company. You are urged to do so promptly.***
- ***Please return the signed Notice of Stock Option Award to the Company at:***

Activision, Inc.  
 3100 Ocean Park Boulevard  
 Santa Monica, CA 90405  
 Attn: Stock Plan Administration

You should retain the enclosed duplicate copy of this Notice of Stock Option Award for your records.

Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Award Terms.

ACTIVISION, INC.

/s/ Ann Weiser

By: Ann Weiser

Title: Chief Human Resources Officer,  
 Activision Publishing

Date: May 21, 2008

**ACCEPTED AND AGREED:**

/s/ Robert A. Kotick

Robert A. Kotick

Date: May 29, 2008

**EXHIBIT A****ACTIVISION, INC.****2007 INCENTIVE PLAN****STOCK OPTION AWARD TERMS**1. **Definitions.**

(a) For purposes of these Award Terms, the following terms shall have the meanings set forth below:

**“Award”** means the award described on the Grant Notice.

**“Cause”** has the meaning given to such term in the Employment Agreement.

**“Change of Control”** has the meaning given to such term in the Employment Agreement.

**“Closing Price”** has the meaning given to such term in the Employment Agreement.

**“Closing Share Value”** has the meaning given to such term in the Employment Agreement.

**“Common Shares”** means the shares of common stock, par value \$0.000001 per share, of the Company or any security into which such Common Shares may be changed by reason of any transaction or event of the type referred to in Section 9 hereof. For the avoidance of doubt, the term “Common Shares” as used in these Award Terms shall include “Company Common Stock” as such term is used in the Employment Agreement.

**“Company Group”** has the meaning given to such term in the Employment Agreement.

**“Company-Sponsored Equity Account”** means an account that is created with the Equity Account Administrator in connection with the administration of the Company’s equity plans and programs, including the Plan.

**“Date of Grant”** means the Date of Grant of the Award set forth on the Grant Notice.

**“Date of Termination”** has the meaning given to such term in the Employment Agreement.

**“Death”** has the meaning given to such term in the Employment Agreement.

**“Disability”** has the meaning given to such term in the Employment Agreement.

**“Employment Agreement”** means the Amended and Restated Employment Agreement between the Holder and the Company, dated December 1, 2007.

**“Equity Account Administrator”** means the brokerage firm utilized by the Company from time to time to create and administer accounts for participants in the Company’s equity plans and programs, including the Plan.

**“Exercise Price”** means the Exercise Price set forth on the Grant Notice.

**“Expiration Date”** means the Expiration Date set forth on the Grant Notice.

**“Good Reason”** has the meaning given to such term in the Employment Agreement.

**“Grant Notice”** means the Notice of Stock Option Award to which these Award Terms are attached as Exhibit A.

**“Holder”** means the recipient of the Award named on the Grant Notice.

**“Option”** means the Stock Option to purchase Common Shares awarded to the Holder on the terms and conditions described in the Grant Notice, these Award Terms and the Employment Agreement.

**“Plan”** means the Activision, Inc. 2007 Incentive Plan, as amended from time to time.

**“Release”** has the meaning given to such term in the Employment Agreement.

**“Release Period”** has the meaning given to such term in the Employment Agreement.

**“Resignation”** has the meaning given to such term in the Employment Agreement.

**“Shares”** means the Common Shares purchasable upon exercise of the Option.

**“Withholding Taxes”** means any taxes, including, but not limited to, social security and Medicare taxes and federal, state and local income taxes, required to be withheld under any applicable law.

(b) Any capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Plan or the Grant Notice.

2. Expiration. The Option shall expire on the Expiration Date and, after such expiration, shall no longer be exercisable.

3. Vesting and Exercise.

(a) Vesting Schedule. Except as otherwise set forth in these Award Terms, the Option shall vest, and thereupon become exercisable, in accordance with the "Schedule for Vesting" set forth on the Grant Notice.

(b) Exercisable Only by Holder. Except as otherwise permitted under the Plan or Section 11 hereof, the Option may be exercised during the Holder's lifetime only by the Holder or, in the event of the Holder's legal incapacity to do so, by the Holder's guardian or

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legal representative acting on behalf of the Holder in a fiduciary capacity under state law and/or court supervision.

(c) Procedure for Exercise. The Option may be exercised by the Holder as to all or any of the Shares as to which the Option has vested (i) by following the procedures for exercise established by the Equity Account Administrator and posted on the Equity Account Administrator's website from time to time or (ii) with the Company's consent, by giving the Company written notice of exercise, in such form as may be prescribed by the Company from time to time, specifying the number of Shares to be purchased.

(d) Payment of Exercise Price. To be valid, any exercise of the Option must be accompanied by full payment of the aggregate Exercise Price of the Shares being purchased. Such payment shall be made (i) by bank check or certified check or wire transfer of immediately available funds, (ii) if securities of the Company of the same class as the Shares are then traded or quoted on a national securities exchange, the Nasdaq Stock Market, Inc. or a national quotation system sponsored by the National Association of Securities Dealers, Inc. and with the Company's consent, through the delivery of irrevocable written instructions, in form acceptable to the Company, to the Equity Account Administrator (or, with the Company's consent, such other brokerage firm as may be requested by the person exercising the Option) to sell some or all of the Shares being purchased upon such exercise and to thereafter deliver promptly to the Company from the proceeds of such sale an amount in cash equal to the aggregate Exercise Price of the Shares being purchased, (iii) through the delivery of irrevocable written instructions, in a form acceptable to the Company, that the Company withhold Shares otherwise then deliverable having a value equal to the aggregate amount of the Exercise Price (valued in the same manner used in computing the amount of any Withholding Taxes resulting from the exercise) or (iv) with the Company's consent, any combination of (i), (ii) or (iii) above or any other means permitted under the Plan.

(e) No Fractional Shares. In no event may the Option be exercised for a fraction of a Share.

(f) No Adjustment for Dividends or Other Rights. Other than as set forth in Section 9 hereof, no adjustment shall be made for cash dividends or other rights for which the record date is prior to the date as of which the issuance or transfer of Shares to the person entitled thereto has been evidenced on the books and records of the Company pursuant to clause (ii) of Section 3(g) hereof following exercise of the Option.

(g) Issuance and Delivery of Shares. As soon as practicable (and, in any event, within 30 days) after the valid exercise of the Option, the Company shall (i) effect the issuance or transfer of the Shares purchased upon such exercise, (ii) cause the issuance or transfer of such Shares to be evidenced on the books and records of the Company, and (iii) cause such Shares to be delivered to a Company-Sponsored Equity Account in the name of the person entitled to such Shares (or, with the Company's consent, such other brokerage account as may be requested by such person); provided, however, that, in the event such Shares are subject to a legend as set forth in Section 13 hereof, the Company shall instead cause a certificate evidencing such Shares and bearing such legend to be delivered to the person entitled thereto.

(h) Partial Exercise. If the Option shall have been exercised with respect to less than all of the Shares purchasable upon exercise of the Option, the Company shall make a

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notation in its books and records to reflect the partial exercise of the Option and the number of Shares that thereafter remain available for purchase upon exercise of the Option.

4. Termination of Employment.

(a) Death. In the event that the Holder dies while employed by the Company Group, the Option shall (i) if not then fully vested, vest as of the Date of Termination with respect to the lesser of (A) an additional 740,000 Shares (which is equivalent to 40% of the total number of Shares purchasable upon exercise of the Option) and (B) that number of Shares underlying the portion of the Option which is unvested as of the Date of Termination, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the Expiration Date, and (iii) to the extent not then vested, be immediately cancelled.

(b) Disability. In the event of the Holder's termination of employment with the Company Group due to the Holder's Disability, subject to the execution of an effective and irrevocable Release by the Holder during the Release Period, the Option shall (i) if not then fully vested, vest as of the Date of Termination with respect to the lesser of (A) an additional 740,000 Shares (which is equivalent to 40% of the total number of Shares purchasable upon exercise of the Option) and (B) that number of Shares underlying the portion of the Option which is unvested as of the Date of Termination, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the Expiration Date, and (iii) to the extent not then vested, be cancelled. Notwithstanding the foregoing, in the event of a termination of employment with the Company Group due to the Holder's Disability following a Change of Control, the Option shall, as of the Date of Termination, (i) cease to vest, if not then fully vested, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the Expiration Date, and (iii) to the extent not then vested, be immediately cancelled.

(c) For Cause. In the event of the Holder's termination of employment by the Company Group for Cause the Option shall, as of the Date of Termination, (i) cease to vest, if not then fully vested, (ii) no longer be exercisable, whether or not vested, and (iii) be immediately cancelled.

(d) Resignation. In the event of the Holder's termination of employment with the Company Group due to the Holder's Resignation, the Option shall (i) cease to vest, if not then fully vested, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the earlier of (x) the Expiration Date or (y) the later of (A) the date that is thirty days after the Date of Termination and (B) the first date on which the Shares purchasable upon exercise of the Option may be disposed of in a manner in compliance with (a) the Securities Act of 1933, as amended, or any comparable federal securities law, and all applicable state securities laws, (b) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (c) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (d) any policy or procedure the Company has adopted with respect to the trading of its securities, in each case as in effect on the date of the intended transaction, and (iii) to the extent not then vested, be immediately cancelled.

(e) Termination for Good Reason or Without Cause. In the event of the termination of the Holder's employment with the Company Group by the Holder for Good Reason or by the Company Group without Cause, subject to the execution of an effective and

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irrevocable Release by the Holder during the Release Period, the Option shall (i) if not then fully vested, vest as of the Date of Termination with respect to the lesser of (A) an additional 740,000 Shares (which is equivalent to 40% of the total number of Shares purchasable upon exercise of the Option), and (B) that number of Shares underlying the portion of the Option which is unvested as of the Date of Termination, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the Expiration Date, and (iii) to the extent not then vested, be cancelled. Notwithstanding the foregoing, in the event of a termination of the Holder's employment with the Company Group by the Holder for Good Reason or by the Company Group without Cause following a Change of Control, the Option shall, as of the Date of Termination, (i) cease to vest, if not then fully vested, (ii) to the extent then vested, be exercisable in accordance with these Award Terms until the Expiration Date, (iii) to the extent not then vested, be immediately cancelled.

5. Change of Control.

(a) In the event that the Holder is an active employee of the Company Group at the moment immediately prior to a Change of Control and the Option is not fully vested, upon the consummation of the Change of Control the Option shall vest as follows:

<b>If the Change of Control Occurs During the Period:</b>	<b>Percentage of the Option Vesting in Addition to the Portion of the Option Already Vested</b>
Commencing on December 1, 2007 and ending on December 31, 2008	60% (i.e., 1,110,000 additional Shares)
Commencing on January 1, 2009 and ending on December 31, 2009	40% (i.e., 740,000 additional Shares)
Commencing on January 1, 2010 and ending on December 31, 2010	20% (i.e., 370,000 additional Shares)
Commencing on January 1, 2011 and ending on the Expiration Date	To a total of 100% (i.e., any portion of Option not then fully vested)

The portion of the Option that vests pursuant to this Section 5(a) shall be exercisable in accordance with these Award Terms until the earlier of (i) the Expiration Date and (ii) the tenth anniversary of the date of the Change of Control, after which that portion of the Option shall be cancelled, without regard to the Holder's continued employment with the Company pursuant to the Employment Agreement.

(b) With respect to the vested portion of the Option as of the date of the Change of Control (including the portion of the Option that vests in accordance with Section 5(a) hereof), in the event that the Closing Share Value is greater than the exercise price of the Option, then the Holder shall have the right to either (A) retain the vested portion of the Option, (B) exercise the vested portion of the Option, or (C) forfeit the vested portion of the Option and receive, in exchange therefor, a cash payment equal to the number of Shares underlying the Option multiplied by the amount by which the Closing Share Value exceeds the exercise price of the Option.

6. Tax Withholding. The Company shall have the right to require the Holder to satisfy any Withholding Taxes resulting from the exercise (in whole or in part) of the Option, the issuance or transfer of any Shares upon exercise of the Option or otherwise in connection with the Award at the time such Withholding Taxes become due. The Holder shall be entitled to

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satisfy any Withholding Taxes contemplated by this Section 6: (a) by delivery to the Company of a bank check or certified check or wire transfer of immediately available funds; (b) if securities of the Company of the same class as the Shares are then traded or quoted on a national securities exchange, the Nasdaq Stock Market, Inc. or a national quotation system sponsored by the National Association of Securities Dealers, Inc. and with the Company's consent, through the delivery of irrevocable written instructions, in form acceptable to the Company, to the Equity Account Administrator (or, with the Company's consent, such other brokerage firm as may be requested by the person exercising the Option) to sell some or all of the Shares being purchased upon such exercise and to thereafter deliver promptly to the Company from the proceeds of such sale an amount in cash equal to the aggregate amount of such Withholding Taxes, (c) through the delivery of irrevocable written instructions, in a form acceptable to the Company, that the Company withhold Shares otherwise then deliverable having a value equal to the aggregate amount of the Withholding Taxes (valued in the same manner used in computing the amount of such Withholding Taxes), or (d) with the Company's consent, by any combination of (a), (b) and (c) above or any other means permitted under the Plan. Notwithstanding anything to the contrary contained herein, (i) the Company or any of its subsidiaries or affiliates shall have the right to withhold from the Holder's compensation any Withholding Taxes contemplated by this Section 6 and (ii) the Company shall have no obligation to deliver any Shares upon exercise of the Option unless and until all Withholding Taxes contemplated by this Section 6 have been satisfied.

7. Reservation of Shares. The Company shall at all times reserve for issuance or delivery upon exercise of the Option such number of Common Shares as shall be required for issuance or delivery upon exercise thereof.

8. Committee Discretion. Except as may otherwise be provided in the Plan, the Committee shall have sole discretion to (a) interpret any provision of the Plan, the Grant Notice and these Award Terms, (b) make any determinations necessary or advisable for the administration of the Plan and the Award, and (c) waive any conditions or rights of the Company under the Award, the Grant Notice or these Award Terms. Without intending to limit the

generality or effect of the foregoing, any decision or determination to be made by the Committee pursuant to these Award Terms, including whether to grant or withhold any consent, shall be made by the Committee in its sole and absolute discretion, subject only to the terms of the Plan. Subject to the terms of the Plan, the Committee may amend the terms of the Award prospectively or retroactively; however, no such amendment may materially and adversely affect the rights of the Holder taken as a whole without the Holder's consent. Without intending to limit the generality or effect of the foregoing, the Committee may amend the terms of the Award (i) in recognition of unusual or nonrecurring events (including, without limitation, events described in Section 9 hereof) affecting the Company or any of its subsidiaries or affiliates or the financial statements of the Company or any of its subsidiaries or affiliates, (ii) in response to changes in applicable laws, regulations or accounting principles and interpretations thereof, or (iii) to prevent the Award from becoming subject to Section 409A of the Code.

9. Adjustments. Notwithstanding anything to the contrary contained herein, pursuant to Section 12 of the Plan, the Committee will make or provide for such adjustments to the Award as are equitably required to prevent dilution or enlargement of the rights of the Holder that would otherwise result from (a) any stock dividend, extraordinary dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, or (b) any change of control, merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, or issuance of rights

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or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. Moreover, in the event of any such transaction or event, the Committee, in its discretion, may provide in substitution for the Award such alternative consideration (including, without limitation, cash or other equity awards), if any, as it may determine to be equitable in the circumstances and may require in connection therewith the surrender of the Award.

10. Registration and Listing. Notwithstanding anything to the contrary contained herein, the Option may not be exercised, and the Option and Shares purchasable upon exercise of the Option may not be purchased, sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered in any way, unless such transaction is in compliance with (a) the Securities Act of 1933, as amended, or any comparable federal securities law, and all applicable state securities laws, (b) the requirements of any securities exchange, securities association, market system or quotation system on which securities of the Company of the same class as the Shares are then traded or quoted, (c) any restrictions on transfer imposed by the Company's certificate of incorporation or bylaws, and (d) any policy or procedure the Company has adopted with respect to the trading of its securities, in each case as in effect on the date of the intended transaction. The Company is under no obligation to register, qualify or list, or maintain the registration, qualification or listing of, the Option or Shares with the SEC, any state securities commission or any securities exchange, securities association, market system or quotation system to effect such compliance. The Holder shall make such representations and furnish such information as may be appropriate to permit the Company, in light of the then existence or non-existence of an effective registration statement under the Securities Act of 1933, as amended, relating to the Option or Shares, to issue or transfer the Option or Shares in compliance with the provisions of that or any comparable federal securities law and all applicable state securities laws. The Company shall have the right, but not the obligation, to register the issuance or resale of the Option or Shares under the Securities Act of 1933, as amended, or any comparable federal securities law or applicable state securities law.

11. Transferability. Except as otherwise permitted under the Plan or this Section 11, the Option shall not be transferable by the Holder other than by will or the laws of descent and distribution. Subject to the terms of the Plan, with the Company's consent, the Holder may transfer all or part of the Option for estate planning purposes or pursuant to a domestic relations order; provided, however, that any transferee shall be bound by all of the terms and conditions of the Plan, the Grant Notice and these Award Terms and shall execute an agreement in form and substance satisfactory to the Company in connection with such transfer; and provided further that the Holder will remain bound by the terms and conditions of the Plan, the Grant Notice and these Award Terms.

12. Section 409A. Payments contemplated with respect to the Award are intended to be exempt from Section 409A of the Code, and all provisions of the Plan, the Grant Notice and these Award Terms shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, (i) nothing in the Plan, the Grant Notice and these Award Terms shall guarantee that the Award is not subject to taxes or penalties under Section 409A of the Code and (ii) if any provision of the Plan, the Grant Notice or these Award Terms would, in the reasonable, good faith judgment of the Company, result or likely result in the imposition on the Holder or any other person of a penalty tax under Section 409A of the Code, the Committee may, in its sole discretion, modify the terms of the Plan, the Grant Notice or these Award Terms, without the

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consent of the Holder, in the manner that the Committee may reasonably and in good faith determine to be necessary or advisable to avoid the imposition of such penalty tax and in a manner designed to preserve the economics of the Award to the Holder.

13. Legend. The Company may, if determined by it based on the advice of counsel to be appropriate, cause any certificate evidencing Shares to bear a legend substantially as follows:

“THE SECURITIES REPRESENTED HEREBY MAY NOT BE OFFERED FOR SALE, SOLD OR OTHERWISE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), OR PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE ACT.”

14. No Right to Continued Employment. Nothing contained in the Grant Notice or these Award Terms shall be construed to confer upon the Holder any right to be continued in the employ of the Company or any of its subsidiaries or affiliates or derogate from any right of the Company or any of its subsidiaries or affiliates to retire, request the resignation of, or discharge the Holder at any time, with or without Cause.

15. No Rights as Stockholder. No holder of the Option shall, by virtue of the Grant Notice or these Award Terms, be entitled to any right of a stockholder of the Company, either at law or in equity, and the rights of any such holder are limited to those expressed, and are not enforceable against the Company except to the extent set forth, in the Plan, the Grant Notice and these Award Terms.

16. Severability. In the event that one or more of the provisions of these Award Terms shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be separable from the other provisions hereof, and the remaining provisions hereof shall continue to be valid and fully enforceable.

17. Governing Law. To the extent that federal law does not otherwise control, the validity, interpretation, performance and enforcement of the Grant Notice and these Award Terms shall be governed by the laws of the State of Delaware, without giving effect to principles of conflicts of laws thereof.

18. Successors and Assigns. The provisions of the Grant Notice and these Award Terms shall be binding upon and inure to the benefit of the Company, its successors and assigns, and the Holder and, to the extent applicable, the Holder's permitted assigns under Section 3(b) hereof and the Holder's estate or beneficiary(ies) as determined by will or the laws of descent and distribution.

19. Notices. Any notice or other document which the Holder or the Company may be required or permitted to deliver to the other pursuant to or in connection with the Grant Notice or these Award Terms shall be in writing, and may be delivered personally or by mail, postage prepaid, or overnight courier, addressed as follows: (a) if to the Company, at its office at 3100 Ocean Park Boulevard, Santa Monica, California 90405, Attn: Stock Plan Administration, or such other address as the Company by notice to the Holder may designate in writing from time to time; and (b) if to the Holder, at the address shown in the Employment Agreement or such other address as the Holder by notice to the Company may designate in writing from time to time. Notices shall be effective upon receipt.

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20. Conflict with Employment Agreement or Plan. In the event of any conflict between the terms of the Employment Agreement and the terms of the Grant Notice or these Award Terms, the terms of the Grant Notice or these Award Terms, as the case may be, shall control. In the event of any conflict between the terms of the Employment Agreement, the Grant Notice or these Award Terms and the terms of the Plan, the terms of the Plan shall control.

21. Deemed Agreement. By accepting the Award, the Holder is deemed to be bound by the terms and conditions set forth in the Employment Agreement relating to the Award, the Plan, the Grant Notice and these Award Terms.

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**PRINCIPAL SUBSIDIARIES OF THE REGISTRANT**

The following is a listing of the principal subsidiaries of the registrant as of May 20, 2008.

<u>Name of Subsidiary</u>	<u>State or Other Jurisdiction of Incorporation or Organization</u>
Activision Asia Pacific Holding Pte. Ltd.	Singapore
Activision Beteiligungs GmbH	Germany
Activision Canada, Inc.	Canada
Activision Deutschland GmbH	Germany
Activision Europe, Limited	United Kingdom
Activision GmbH	Germany
Activision International B.V.	The Netherlands
Activision International Europe, LLC	California
Activision Italia, S.r.l	Italy
Activision Japan	Japan
Activision Korea, Ltd.	South Korea
Activision, Ltd.	Japan
Activision Luxembourg S.a.r.l.	Luxembourg
Activision Luxembourg S.a.r.l.	Nevada
Activision Nordic	Nordic
Activision Productions, Inc.	Delaware
Activision Pty Ltd.	Australia
Activision Publishing Europe, LLP	United Kingdom
Activision Publishing, Inc.	Delaware
Activision Publishing International, Inc.	California
Activision Publishing Ireland Ltd.	Ireland
Activision Singapore Pte, Ltd.	Singapore
Activision Spain, S.A.U.	Spain
Activision Testing & Verification Inc.	California
Activision Texas, Inc.	Texas
Activision U.K. Ltd.	United Kingdom
Activision Value Publishing, Inc.	Minnesota
Activision Vermögensverwaltungs GmbH	Germany
Advantage Entertainment Distribution Limited	United Kingdom
ATVI France SAS	France

Beenox Inc.	Canada
CD Contact Data BV	The Netherlands
CD Contact Data GmbH	Germany
Centresoft Ltd.	United Kingdom
Combined Distribution Holdings Ltd.	United Kingdom
Contact Data Belgium N.V.	Belgium
Demonware, Inc.	Delaware
Demonware Ltd.	Ireland
Demonware Canada	Canada
Expert Software, Inc.	Delaware
Igloo Distribution Limited	United Kingdom
Infinity Ward, Inc.	Delaware
Kaboom.com, Inc.	Delaware
Luxoflux, Inc.	Delaware
NBG EDV Handels-und Verlags GmbH & Co. KG	Germany
Neversoft Entertainment, Inc.	California
PDQ Distribution Ltd.	United Kingdom
RedOctane, Inc.	California
RedOctane Limited	UK
RedOctane Technologies Pvt. Ltd.	India
Shaba Games, Inc.	Delaware
Target Software Vertriebs GmbH	Germany
Treyarch Corporation	Delaware
Toys For Bob, Inc.	California
Vicarious Visions, Inc.	New York

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## QuickLinks

[Exhibit 21.1](#)

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-06130, 333-12621, 333-06054, 333-40727, 333-61573, 333-81239, 033-48411, 033-63638, 033-91074, 333-85383, 333-36272, 333-58922, 333-72014, 333-87810, 333-100097, 333-100114, 333-100115, 333-103320, 333-103323, 333-106487, 333-111131, 333-129437, 333-129438 and 333-146431) of Activision, Inc. of our report dated May 30, 2008 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

PricewaterhouseCoopers LLP  
Los Angeles, California  
May 30, 2008

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## QuickLinks

[Exhibit 23.1](#)

**CERTIFICATION**

I, Robert A. Kotick, Chief Executive Officer of Activision, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Activision, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 30, 2008

/s/ ROBERT A. KOTICK

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Robert A. Kotick  
Chief Executive Officer of Activision, Inc.

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## QuickLinks

[Exhibit 31.1](#)

**CERTIFICATION**

I, Michael Griffith, President and Chief Executive Officer of Activision Publishing, Inc. and Principal Executive Officer of Activision, Inc. certify that:

1. I have reviewed this annual report on Form 10-K of Activision, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 30, 2008

/s/ MICHAEL GRIFFITH

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Michael Griffith  
*President and Chief Executive Officer of Activision Publishing, Inc. and  
Principal Executive Officer of Activision, Inc.*

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## QuickLinks

[Exhibit 31.2](#)

**CERTIFICATION**

I, Thomas Tippl, Chief Financial Officer of Activision Publishing, Inc., and Principal Financial and Accounting Officer of Activision, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Activision, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 30, 2008

/s/ THOMAS TIPPL

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Thomas Tippl  
Chief Financial Officer of Activision Publishing, Inc. and Principal Financial  
and Accounting Officer of Activision, Inc.

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## QuickLinks

[Exhibit 31.3](#)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Activision, Inc. (the "Company") on Form 10-K for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert A. Kotick, Chief Executive Officer of the Company, certify, to my knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ROBERT A. KOTICK

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Robert A. Kotick  
*Chief Executive Officer of Activision, Inc.*

May 30, 2008

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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## QuickLinks

[Exhibit 32.1](#)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Activision, Inc. (the "Company") on Form 10-K for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael Griffith, President and Chief Executive Officer of Activision Publishing, Inc., and Principal Executive Officer of Activision, Inc. certify, to my knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MICHAEL GRIFFITH

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Michael Griffith  
President and Chief Executive Officer of Activision Publishing, Inc. and  
Principal Executive Officer of Activision, Inc.

May 30, 2008

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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QuickLinks

[Exhibit 32.2](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of Activision, Inc. (the "Company") on Form 10-K for the period ended March 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas Tippl, Chief Financial Officer of Activision Publishing, Inc., and Principal Financial and Accounting Officer of Activision, Inc., certify, to my knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ THOMAS TIPPL

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Thomas Tippl  
Chief Financial Officer of Activision Publishing, Inc. and Principal Financial  
and Accounting Officer of Activision, Inc.

May 30, 2008

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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## QuickLinks

[Exhibit 32.3](#)

**RISK FACTORS FROM PRELIMINARY PROXY STATEMENT  
FILED BY ACTIVISION, INC. ON APRIL 30, 2008**

The following risk factors, which were originally set forth substantially in the form below in the preliminary proxy statement (the "Preliminary Proxy Statement") filed by Activision, Inc. ("Activision") on April 30, 2008 in connection with the solicitation of Activision stockholder approval for certain transactions relating to the proposed business combination of Activision and Vivendi Games, Inc. ("Vivendi Games"), a wholly-owned indirect subsidiary of Vivendi S.A. ("Vivendi"), and share purchase by Vivendi pursuant to the Business Combination Agreement, dated as of December 1, 2007, by and among Activision, Sego Merger Corporation, a newly formed, wholly-owned direct subsidiary of Activision ("Merger Sub"), Vivendi, VGAC LLC, a wholly-owned indirect subsidiary of Vivendi and the sole stockholder of Vivendi Games ("VGAC"), and Vivendi Games (the "Business Combination Agreement"), are incorporated by reference into this Annual Report of Activision on Form 10-K for the year ended May 31, 2008 and supplement the risk factors included therein.

The risk factors that appear below have been modified from the risk factors that appear in the Preliminary Proxy Statement in order to eliminate cross-references to sections of the Preliminary Proxy Statement that are not reproduced below, to define terms used in the risk factors but not defined therein, and to utilize the term "Preliminary Proxy Statement" and the term "Transaction" (which refers to the transactions contemplated by the Business Combination Agreement).

References to "we" or "our" in the risk factors below refer to Activision. References to "Activision Blizzard" refer to the combined company following the completion of the proposed business combination between Activision and Vivendi Games. References to "Blizzard" and "Sierra" refer to Blizzard Entertainment, Inc. and Sierra Entertainment Inc., respectively, each of which is a direct wholly-owned subsidiary of Vivendi Games.

**Risks Related to the Transaction**

*Although we expect that the Transaction will result in benefits to Activision, we may not realize those benefits because of integration difficulties and other challenges.*

The success of our combination with Vivendi Games will be dependent in large part on the success of the management of the combined company in integrating the operations, technologies and personnel of the two companies following the completion of the Transaction. The failure of the combined company to meet the challenges involved in successfully integrating the operations of Activision and Vivendi Games or to otherwise realize any of the anticipated benefits of the Transaction, including additional revenue opportunities, could impair the results of operations of the combined company. In addition, the overall integration of the companies is a complex, time-consuming and expensive process that, without proper planning and effective and timely implementation, could significantly disrupt the businesses of Activision and Vivendi Games.

The challenges involved in this integration include the following:

- integrating successfully each company's operations, technologies, products and services;
  - reducing the costs associated with each company's operations and, in particular, reducing historic losses in the Sierra businesses;
  - coordinating the publishing, distribution and marketing efforts to effectively promote the products of the combined company;
  - preserving development, distribution, licensing or other important relationships of both Activision and Vivendi Games and resolving potential conflicts that may arise;
  - consolidating and rationalizing information technology platforms and administrative infrastructures;
-

- minimizing the diversion of management attention from ongoing business concerns; and
- combining the corporate cultures, maintaining employee morale and retaining key employees.

The combined company may not successfully integrate the operations of Activision and Vivendi Games in a timely manner, or at all, and the combined company may not realize the anticipated benefits or synergies of the Transaction to the extent, or in the timeframe, anticipated. The anticipated benefits and synergies include cost savings associated with anticipated restructurings and other operational efficiencies, greater economies of scale and revenue enhancement opportunities. However, these anticipated benefits and synergies assume a successful integration and are based on projections, which are inherently uncertain, and other assumptions. Even if integration is successful, anticipated benefits and synergies may not be achieved.

***Vivendi will own between 52.2% and 68.0% of Activision Blizzard's outstanding shares of common stock after completion of the Transaction and the post-closing tender offer.***

Immediately upon closing of the Transaction, Vivendi and its subsidiaries are expected to own approximately 52.2% of our issued and outstanding shares of common stock on a fully diluted basis. If the maximum number of our shares is tendered in the tender offer, Vivendi and its subsidiaries are expected to own approximately 68.0% of our issued and outstanding shares of common stock on a fully diluted basis.

As a result of the Transaction, Vivendi will have the ability to nominate a majority of the combined company's board of directors and determine the outcome of certain matters submitted to Activision Blizzard's stockholders, such as the approval of significant transactions. As a result, actions that may be supported by a majority of the other stockholders could be blocked by Vivendi. In addition, Vivendi's ownership could affect the liquidity in the market for the combined company's common stock.

Furthermore, the ownership position and governance rights of Vivendi would likely discourage a third party from proposing a change of control or other strategic transaction concerning Activision Blizzard. As a result, the Activision Blizzard common stock could trade at prices that do not reflect a "control premium" to the same extent as do the stocks of similarly situated companies that do not have a stockholder with an ownership interest as large as Vivendi's ownership interest.

***Some of our current directors and executive officers have interests in the Transaction that may differ from your interests as a stockholder, and these persons may have conflicts of interest in recommending you approve the proposals set forth in the Preliminary Proxy Statement.***

In considering whether to approve the proposals and subproposals set forth in the Preliminary Proxy Statement, you should recognize that some of the members of management and our board of directors may have interests in the Transaction that differ from, or are in addition to, their interests as stockholders. These interests include:

- the rights of certain officers to receive payments or other benefits, including grants of equity awards and the modification of vesting schedules of existing equity awards, following the completion of the Transaction;
  - the continuing service of several of Activision's existing directors and executive officers in the combined company after the closing date;
  - the amendment of employment arrangements with certain of Activision's executive officers to provide incentives for their continued service to the combined company after the closing date; and
  - the continued indemnification of Activision's directors post-closing.
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***Subject to certain limitations, Vivendi may sell common stock at any time following the completion of the Transaction, which could cause our stock price to decrease.***

The sale of shares of common stock that Vivendi and its subsidiaries receive in the Transaction or to fund the tender offer will be restricted, but Vivendi may sell these shares under certain circumstances, including pursuant to a registered underwritten public offering under the Securities Act of 1933, as amended (the "Securities Act"), or in accordance with Rule 144 under the Securities Act. We have entered into an investor agreement with Vivendi, which includes registration rights and which will give Vivendi the right 120 days after the closing date to require us to register all or a portion of its shares at any time, subject to certain limitations. The sale of a substantial number of shares of common stock by Vivendi or by our other stockholders within a short period of time could cause our stock price to decrease, and make it more difficult for us to raise funds through future offerings of common stock.

***If the amendment to our certificate of incorporation to increase the number of authorized shares of common stock is approved and the Transaction is completed, we will be able to issue more shares of common stock than currently authorized. As a result, such future issuances of common stock could have a dilutive effect on the earnings per share and voting power of Activision Blizzard stockholders.***

If the amendment to our certificate of incorporation to increase the number of authorized shares of common stock is approved by stockholders and the Transaction is completed, we will be able to issue more shares of common stock than currently authorized. If the board of directors elects to issue additional shares of common stock in the future, whether in public offerings, in connection with mergers and acquisitions, or otherwise, such additional issuances could dilute the earnings per share and voting power of Activision Blizzard stockholders.

***The Transaction is subject to conditions, including certain conditions that may not be satisfied, and may not be completed on a timely basis, or at all. Failure to consummate the Transaction could have material and adverse effects on Activision.***

The completion of the Transaction is subject to a number of conditions, which make the completion and timing of the completion of the Transaction uncertain.

As discussed in the Preliminary Proxy Statement, the conditions to Vivendi's obligation to close the Transaction include the absence of any pending litigation commenced by any Activision stockholder after December 1, 2007 against Activision or any of its directors before any governmental entity relating to (a) the Business Combination Agreement, (b) any ancillary document thereto, or (c) the transactions contemplated by the Business Combination Agreement or the ancillary documents thereto that would render it impossible or unlawful to consummate the Transaction and the tender offer. On February 8, 2008, the Wayne County Employees' Retirement System filed a putative class action complaint against Activision, Merger Sub, Robert J. Corti, Ronald Doornink, Barbara S. Isgur, Robert A. Kotick, Brian G. Kelly, Robert J. Morgado, Peter J. Nolan, Richard Sarnoff, Vivendi, VGAC, and Vivendi Games challenging the Transaction. The defendants believe that plaintiff's claims are unsupported by law or facts and intend to defend themselves vigorously against the lawsuit. Because this case is in its early stages, however, an outcome cannot be predicted at this time, and we cannot be assured that it will not prevent or delay the consummation of the Transaction and/or result in substantial costs.

If the Transaction is not completed on a timely basis, or at all, because of such lawsuit or otherwise, our ongoing business may be adversely affected and, without realizing any of the benefits of having completed the Transaction, we will be subject to a number of risks, including the following:

- we may be required to pay a termination fee of \$180 million if the Transaction is terminated under certain circumstances, as described in the Business Combination Agreement;
  - we will be required to pay certain costs relating to the Transaction, such as legal, accounting, financial advisor and printing fees, whether or not the Transaction is completed; and
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- matters relating to the Transaction (including integration planning) may require substantial commitments of time and resources by our management, which could otherwise have been devoted to other opportunities that may have been beneficial to us.

In addition, we could also be subject to litigation related to any failure to complete the Transaction. If the Transaction is not completed on a timely basis, or at all, these risks may materialize and may adversely affect our business, financial results and stock price.

### **Risks Related to Activision's Business**

#### ***SEC investigation and litigation relating to stock options remain pending and may adversely affect our business and results of operations.***

Although the special subcommittee of independent members of our board of directors established in July 2006 to review our historical stock option granting practices, which we refer to as the special subcommittee, has completed its review of those practices and our stock option grants made in the period between 1992 and 2006, a formal investigation by the Securities and Exchange Commission (the "SEC") relating to our stock option granting practices remains pending, as does derivative litigation against us and certain of our current and former directors and officers. Although we believe that we have taken appropriate action by restating our financial statements through the fiscal year ended March 31, 2006, as filed in our amended Annual Report on Form 10-K/A on May 25, 2007, and made appropriate disclosures for matters relating to stock options, the SEC (or the court in the derivative actions) may disagree with the findings of the special subcommittee or with the manner in which we have accounted for and reported, or not reported, the financial impact of past option grant measurement date errors. If so, we may need to further restate our prior financial statements, further amend our filings with the SEC, or take other actions not currently contemplated. In addition, these proceedings are likely to result in additional legal expense that may affect our results in future periods, and may also result in diversion of management attention and other resources, as well as fines, penalties, damages and other sanctions. These eventualities could materially and adversely affect our business and results of operations. We cannot currently predict the ultimate outcome of these proceedings.

#### ***We depend on a relatively small number of brands for a significant portion of our revenues and profits.***

A significant portion of our revenues is derived from products based on a relatively small number of popular brands each year, and these products are responsible for a disproportionate amount of our profits. In addition, many of these products have substantial production or acquisition costs and marketing budgets. For the nine months ended December 31, 2007, 55% of our consolidated net revenues (and 63% of our worldwide publishing net revenues) was derived from two brands which accounted for 37% and 18% of consolidated net revenues, respectively (and 42% and 21% of worldwide publishing net revenues, respectively). In fiscal 2007, 39% of our consolidated net revenues (and 52% of our worldwide publishing net revenues) was derived from three brands, which accounted for 17%, 13%, and 9% of consolidated net revenues, respectively (and 23%, 18%, and 11% of worldwide publishing net revenues, respectively). In fiscal 2006, 30% of our consolidated net revenues (and 38% of our worldwide publishing net revenues) was derived from three brands, which accounted for 14%, 8%, and 8% of consolidated net revenues, respectively (and 18%, 10%, and 10% of our worldwide publishing net revenues, respectively). We expect that a limited number of popular brands will continue to produce a disproportionately large amount of our revenues and profits. Due to this dependence on a limited number of brands, the failure to achieve anticipated results by one or more products based on these brands may significantly harm our business and financial results.

#### ***Sales of certain titles such as *Guitar Hero* are affected by hardware peripheral availability.***

Some of our titles involve a separate hardware peripheral, such as the guitar in *Guitar Hero*. Typically, we sell such software both in bundles with the hardware peripheral and on a stand-alone basis. Consumers may not want to buy such game software if they cannot also buy the hardware

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peripheral. If we underestimate demand or otherwise are unable to produce sufficient quantities of the hardware peripheral or allocate too few peripherals to geographic markets and hardware platforms where demand exceeds supply, we will forego revenue. This may also create greater opportunities for competitors to develop or gain market share with competitive product offerings. If we overestimate demand and make too many peripherals, or allocate too many peripherals to geographic markets and hardware platforms where there is insufficient demand, we will incur unrecoverable manufacturing costs for unsold units as well as for unsold game software. In either case, hardware peripheral manufacturing and allocation decisions may negatively affect our financial performance.

There are a limited number of manufacturers who are authorized by Sony, Nintendo or Microsoft to make the hardware peripherals for *Guitar Hero*, and the majority of those manufacturers are located in China. Anything that adversely impacts the ability of those manufacturers to produce the hardware peripheral for us, including, without limitation, the revocation of the first party license to produce the hardware, the utilization of such manufacturer's capacity by one of our competitors, or issues generally negatively impacting international companies operating in China, will adversely impact our ability to supply those peripherals to the market.

***Our sales may decline substantially without warning and in a brief period of time because a majority of our sales are made to a relatively small number of key customers and because we do not have long-term contracts for the sale of our products.***

In the United States and Canada, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. Our products are sold internationally on a direct-to-retail basis, through third-party distribution and licensing arrangements and through our wholly-owned European distribution subsidiaries. Our sales are made primarily on a purchase order basis without long-term agreements or other forms of commitments. Our largest customers, Wal-Mart and GameStop, accounted for approximately 22% and 8%, respectively, of our consolidated net revenues for the fiscal year ended March 31, 2007 and approximately 22% and 10% of our consolidated net revenues for the fiscal year ended March 31, 2006. The loss of, or significant reduction in sales to, any of our principal retail customers or distributors could significantly harm our business and financial results. The concentration of sales in a small number of large customers also could make us more vulnerable to collection risk if one or more of these large customers became unable to pay for our products. In addition, having such a large portion of our total net revenue concentrated in a few customers reduces our negotiating leverage with these customers.

***We may not be able to maintain our distribution relationships with key vendors and customers.***

Our CD Contact, NBG, and Centresoft subsidiaries distribute interactive entertainment software and hardware products and provide related services in the Benelux countries, Germany, and the United Kingdom, respectively, and via export in other European countries for a variety of entertainment software publishers, many of which are our competitors, and hardware manufacturers. From time to time, they also maintain exclusive relationships to serve certain retail customers. These services are generally performed subject to limited-term arrangements. Although we expect to use reasonable efforts to retain these vendors and retail customer relationships, we may not be successful in this regard. The cancellation or non-renewal of one or more of these arrangements could adversely affect business and financial results.

***Our investments in auction rate securities are subject to risks that may have an adverse effect on our liquidity.***

As of December 31, 2007, we had \$1.2 billion in cash, cash equivalents and short-term investments, of which we held \$146.3 million in investments with an auction reset feature, or auction rate securities. Since December 31, 2007, we have reduced our exposure to auction rate securities by \$51.1 million and the par value of our investment in auction rate securities was \$95.2 million, or approximately 6%, of our cash, cash equivalents and investments as of March 31, 2008. The fair value of these securities was estimated to be \$90.9 million as of March 31, 2008, or \$4.3 million below par. The change in fair value was recorded as a component of comprehensive income (loss) in the consolidated statement of changes

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in shareholders' equity, as the decline in fair value is not considered to be "other-than-temporary". The auction rate securities we currently hold are all long term debt obligations secured by student loans, and they carry a "AAA" credit rating—the highest rating given to securities—by a nationally recognized rating agency.

Liquidity for these auction rate securities is typically provided by an auction process which allows holders to sell their notes and resets the applicable interest rate at pre-determined intervals, usually every 7 to 35 days. Each of the auction rate securities in our investment portfolio as of March 31, 2008 has experienced a failed auction. There is no assurance that future auctions for these securities will succeed. An auction failure means that the parties wishing to sell their securities could not be matched with an adequate volume of buyers. In the event that there is a failed auction, the indenture governing the security requires the issuer to pay interest at a contractually defined rate that is generally above market rates for other types of similar short-term instruments. The securities for which auctions have failed will continue to earn interest at the contractual rate and be auctioned every 7 to 35 days until the auction succeeds, the issuer calls the securities or they mature. As a result, our ability to liquidate and fully recover the carrying value of our auction rate securities in the near term may be limited or not exist. All of our investments were classified as short-term as of December 31, 2007, because such securities were reasonably expected to be realized in cash or sold or consumed during the normal operating cycle of the business, however we expect to classify these securities as non-current investments in our consolidated financial statements at March 31, 2008 due to uncertainties of the timing of liquidation.

If the issuers of these auction rate securities are unable to successfully close future auctions, their credit ratings deteriorate and we determine that an "other-than-temporary" decline in fair market value has occurred, we may in the future be required to record an impairment charge on these investments. We believe we will be able to liquidate our investment without significant loss, and we currently believe these securities are not significantly impaired, primarily due to the government guarantee of a substantial portion of the underlying loans, however, it could take until the final maturity of the underlying notes (up to 39 years) to realize our investments' par value. Based on our other available cash and expected operating cash flows and financing, we do not anticipate the potential lack of liquidity on these investments will affect our ability to execute our current business plan or to consummate the proposed post-closing self tender offer described in the Preliminary Proxy Statement. Additionally, we have received indications from certain lenders that we may borrow against the par value of the securities at competitive rates.

### **Risks Related to the Vivendi Games Business**

#### ***Vivendi Games is dependent on Blizzard's World of Warcraft franchise.***

The majority of Vivendi Games' total net sales are derived from Blizzard's *World of Warcraft* franchise. For the years ended December 31, 2007, 2006 and 2005, Blizzard's *World of Warcraft* titles accounted for approximately 77%, 62%, and 48%, respectively, of Vivendi Games' total net sales. Vivendi Games is the current leading global developer, publisher and distributor in terms of subscriber base and revenues in the subscription-based massively multiplayer online role playing game ("MMORPG") category, due to the popularity of *World of Warcraft* and related expansion packs. To remain the leader in the MMORPG category, it is important that Vivendi Games continue to refresh *World of Warcraft* or develop new MMORPG products that are favorably received by its existing customer base and new customers. A number of software publishers have developed and commercialized or are currently developing online games for use by consumers over the Internet which pose a threat to the popularity of *World of Warcraft*, and Vivendi Games expects new competitors to continue to emerge in the MMOG category. If consumer demand for *World of Warcraft* games declines and Vivendi Games has not introduced new MMOG or other products that replace *World of Warcraft's* potentially decreasing revenue, or added other sources of revenue, Vivendi Games' financial condition could suffer. Additionally, if new technologies are developed that replace MMOG games, if consumer preferences trend away from MMOG games or if new business models emerge that offer online

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subscriptions for free or at a substantial discount to current MMOG subscription fees, Vivendi Games' revenue and profitability will decline.

***The development of MMOG products requires substantial up-front expenditures. Vivendi Games may not be able to recover development costs for its future MMOG products.***

Consumer preferences for games are usually cyclical and difficult to predict, and even the most successful titles remain popular for only limited periods of time, unless refreshed with new content. In order to remain competitive in the MMOG market, Vivendi Games must continuously develop new products and enhancements to existing products. Because of the significant complexity of MMOG games, these products require a longer development time and are more expensive to create than traditional console game products. In addition, the long lead time involved in developing a MMOG product and the significant allocation of financial resources that each product requires means it is critical that Vivendi Games accurately predict consumer demand for new MMOG products. While *World of Warcraft's* popularity allowed it to recoup its production costs, if future MMOG products do not achieve expected market acceptance or generate sufficient sales and subscription revenues upon introduction, Vivendi Games may not be able to recover the development and marketing costs associated with new products, and its financial results could suffer.

***A substantial portion of Vivendi Games' revenues are derived from subscriptions paid by World of Warcraft subscribers. If these customers cancel their subscriptions, Vivendi Games' financial condition could suffer.***

A substantial portion of Vivendi Games' revenues are generated by subscription fees paid by consumers who play *World of Warcraft*. Typically, *World of Warcraft* subscribers purchase one (1) to three (3) month memberships that are cancellable, without penalty, at the end of the membership period. If *World of Warcraft* subscribers become dissatisfied, they may choose not to renew their memberships in order to engage in other forms of entertainment (including competing MMOG offerings) and Vivendi Games may not be able to replace lost subscribers. Additionally, if general economic conditions decline, consumers may decrease their discretionary spending on entertainment items such as MMOG games and users may choose not to renew their *World of Warcraft* subscriptions. A decrease in the overall subscription base of *World of Warcraft* could substantially harm Vivendi Games' operating results.

***Vivendi Games depends on servers to operate its MMORPG business. If Vivendi Games were to lose server capacity, for any reason, its business could suffer.***

Vivendi Games' business relies on the continuous operation of its data servers. Any broad based catastrophic server malfunction, a significant intrusion by hackers that circumvents its security measures, or a failure of Vivendi Games' disaster recovery service would likely interrupt the operation of Vivendi Games' MMORPG games and could result in the loss of subscription-based sales. An extended interruption of service could harm Vivendi Games' goodwill and operating results.

Vivendi Games must project its future server needs and make advance purchases of servers to accommodate expected business demands. If Vivendi Games underestimates the amount of server capacity its business requires or if Vivendi Games' business were to grow more quickly than expected, Vivendi Games' customers may experience service problems, such as slow or interrupted gaming access. Insufficient server capacity may result in Vivendi Games' experiencing decreased sales, a loss of its customer base, and adverse consequences to its reputation and goodwill. Conversely, if Vivendi Games overestimates the amount of server capacity required by its business, Vivendi Games may incur additional operating costs that it would affect its operating margins.

***Vivendi Games may not accurately predict the amount of bandwidth necessary to sustain its business.***

Vivendi Games' online gaming businesses are dependent on the availability of sufficient Internet bandwidth. An increase in the price of bandwidth could have an adverse effect on operating margins since Vivendi Games may not be able to increase its prices or subscriber levels to compensate for such

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costs. Because of the importance of its MMORPG business, Vivendi Games' ability to access adequate bandwidth to support its business is critical. To secure bandwidth access, Vivendi Games has entered into arrangements with several bandwidth providers and entered into long-term contracts with some of them to secure future bandwidth capacity. If the price of bandwidth were to decrease, Vivendi Games' contractual commitment to pay higher prices could affect Vivendi Games' ability to compete with other video game producers.

Conversely, since Vivendi Games purchases additional bandwidth based on anticipated growth, its bandwidth capacity is sometimes larger than necessary to sustain its existing needs. If Vivendi Games' projected online business growth is delayed or does not occur, Vivendi Games will incur larger bandwidth expenses than necessary. If Vivendi Games underestimates the amount of bandwidth that its online business requires, and its purchased bandwidth capacity is insufficient to meet demand, Vivendi Games' business and reputation may suffer.

***Vivendi Games' results of operations or reputation may be harmed as a result of offensive consumer posted content.***

Vivendi Games is subject to risks associated with *World of Warcraft's* collaborative online features, specifically its online chat feature. Consumers may post narrative comment, in real time, onto *World of Warcraft's* gaming sites that is visible to other users. Despite Vivendi Games' efforts to police and restrict inappropriate consumer content, from time to time objectionable and offensive consumer content may be posted to a *World of Warcraft's* gaming site. Vivendi Games may be subject to lawsuits, governmental regulation or restrictions, and consumer backlash (including decreased sales and harmed goodwill), as a result of consumers posting offensive content, any of which could harm Vivendi Games' operating results.

***A substantial portion of World of Warcraft's subscribers pay their subscription fees using credit cards. Credit card fraud could have a negative impact on Vivendi Games' business and operating results.***

A substantial portion of the subscription revenue generated by *World of Warcraft* is paid by subscribers using credit cards. At times, there may be attempts to use fraudulently obtained credit card numbers to pay for *World of Warcraft* upgrades or subscriptions. Additionally, the credit card numbers of *World of Warcraft's* subscribers are maintained in a proprietary database that may be compromised internally or externally by fraudulent maneuvers. As fraudulent schemes become more sophisticated, it may become more difficult and more costly for Vivendi Games to detect credit card fraud and protect subscriber information. An increase in credit card fraud could have an adverse effect on Vivendi Games' business and its operating results.

***Risks Related to the Businesses of Activision and Vivendi Games***

***The future success of the Activision and Vivendi Games businesses depends on each company's ability to release popular products.***

The life of any one console or handheld game product is relatively short and generally involves a relatively high level of sales during the first few months after introduction followed by a rapid decline in sales. Because revenues associated with an initial product launch generally constitute a high percentage of the total revenues associated with the life of a product, delays in product releases or disruptions following the commercial release of one or more new products could have a material adverse effect on the companies' operating results and cause such operating results to be materially different from expectations. It is therefore important for each of Activision and Vivendi Games to be able to continue to develop many high quality new products that are popularly received. Each company focuses its development and publishing activities principally on products that are, or have the potential to become, franchise brand properties. If the companies are unable to do this, their respective business and financial results may be negatively affected.

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***The businesses of Activision and Vivendi Games are "hit" driven. If the companies do not deliver "hit" titles, or if consumers prefer competing products, sales could suffer.***

While many new products are regularly introduced, only a relatively small number of "hit" titles account for a significant portion of net revenue. Competitors may develop titles that imitate or compete with either of Activision's or Vivendi Games' "hit" titles, and take sales away from them or reduce their ability to command premium prices for those titles. Hit products published by the companies' competitors may take a larger share of consumer spending than anticipated, which could cause product sales to fall below expectations. If the companies' competitors develop more successful products or offer competitive products at lower price, or if Activision or Vivendi Games does not continue to develop consistently high-quality and well received products, revenues, margins, and profitability will decline.

***If Activision or Vivendi Games is unable to maintain or acquire licenses to intellectual property, they may publish fewer "hit" titles and revenues may decline.***

Many of Activision's and Vivendi Games' products are based on intellectual property and other character or story rights acquired or licensed from third parties. These license and distribution agreements are limited in scope and time, and Activision and Vivendi Games may not be able to renew key licenses when they expire or to include new products in existing licenses. The loss of a significant number of intellectual property licenses or of either company's relationships with licensors, or the inability to obtain additional licenses of significant commercial value could have a material adverse effect on the companies' ability to develop new products and therefore on each company's business and financial results. Additionally, the failure of intellectual property acquired by either company to be popularly received could impact the market acceptance of those products in which the intellectual property is included. Such lack of market acceptance could result in the write-off of the unrecovered portion of acquired intellectual property assets, which could cause material harm to the relevant company's business and financial results. Furthermore, the competition for these licenses and distribution agreements is often intense. Competition for these licenses may also drive up the advances, guarantees, and royalties that must be paid to the licensor, which could increase costs.

***The interactive entertainment industry is highly competitive and competitors may succeed in narrowing the market share and reducing the sales of Activision and Vivendi Games.***

Activision and Vivendi Games compete with other publishers of PC and video game console interactive entertainment software and peripherals. The competitors vary in size from small companies with limited resources to very large corporations with significantly greater financial, marketing, and product development resources than either company has. For example, integrated video game console hardware and software companies such as Sony, Nintendo, and Microsoft compete directly with the companies in the development of software titles for their respective platforms. Certain of these competitors can spend more money and time on developing and testing products, undertake more extensive marketing campaigns, adopt more aggressive pricing policies, pay higher fees to licensors for desirable motion picture, television, sports, music and character properties, and pay more to third-party software developers than either Activision or Vivendi Games may be able to do.

Activision and Vivendi Games also compete with other forms of entertainment and leisure activities. In particular, the overall growth in the use of the Internet and online services by consumers may pose a competitive threat if customers and potential customers spend less of their available time using interactive entertainment software and more using the Internet and online services. Future increased consumer acceptance and increases in the availability of online games or technological advances in online game software or the Internet could result in a decline in platform-based software and negatively impact sales of each company's console and handheld products. Newer technological advances in online game software may also render products such as Vivendi Games' *World of Warcraft* obsolete. Direct sales of software over the Internet by competitors could materially adversely affect Activision's distribution business as well.

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Competition in the interactive entertainment industry is intense and Activision and Vivendi Games expect new competitors to continue to emerge.

***The businesses of Activision and Vivendi Games are subject to risks and uncertainties of international trade.***

Activision and Vivendi Games conduct business throughout the world, and each company derives a substantial amount of revenue from international trade, particularly from Europe, Australia, and Asia. Activision's international revenues have accounted for 50%, 52% and 50% of Activision's consolidated net revenues in fiscal 2007, 2006 and 2005, respectively. Similarly, Vivendi Games' international revenues have accounted for approximately 53%, 48% and 46%, of Vivendi Games' net revenue for the years ended December 31, 2007, 2006 and 2005, respectively. Each company expects that international revenues will continue to account for a significant portion of total revenues in the future.

Activision and Vivendi Games are subject to risks inherent in foreign trade, including increased tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays, and international political, regulatory and economic developments, all of which can have a significant impact on their respective operating results. A deterioration in relations between the U.S. and any country in which Activision or Vivendi Games has significant operations or sales, including China, in particular, could result in the adoption or expansion of trade restrictions that harm Activision's or Vivendi Games' business and operating results. The implementation of government regulations in a country that Activision or Vivendi Games has significant operations or sales could adversely impact Activision's or Vivendi Games' business and operating results. For example, to operate in China, *World of Warcraft* must have a publishing number. A decision by the Chinese government to revoke the number or decline to grant a number for future products would adversely impact Vivendi Games operating results. Additionally, in the past, legislation has been implemented in China that has required modifications to the *World of Warcraft* software. The future implementation of similar laws may require engineering modifications to either company's products that are not cost-effective, if even feasible at all or could degrade the customer experience to the point where customers ceased to purchase such products.

If government regulations or restrictions prevent Activision or Vivendi Games from repatriating internationally derived revenue into the U.S., or a country's tax structure makes repatriation cost prohibitive, Activision or Vivendi Games may not transfer this revenue into the U.S., which could affect its ability to reinvest or utilize such amounts in its business.

Furthermore, either company's international operations may be subject to changes in applicable local laws, regulatory requirements, tariffs and other barriers that may make it more difficult, if not impossible, for such company to conduct business in foreign markets or may affect its operating margins.

In addition, cultural differences may affect consumer preferences and limit the popularity of titles that are "hits" in the United States. If either company does not correctly assess consumer preferences in the countries in our market, its sales and revenue may be lower than expected.

***Fluctuations in foreign exchange rates may have a negative impact on the businesses of Activision or Vivendi Games.***

Activision and Vivendi Games transact business in various foreign currencies and have significant international sales and expenses denominated in foreign currencies, subjecting them to foreign currency risk. All of Vivendi Games' international sales are made in local currencies, which could fluctuate against the dollar. Vivendi Games has, in the past, entered into various derivative financial instruments with Vivendi to manage and reduce the exposure to fluctuations in foreign currency exchange rates. All of these instruments are traded over the counter by Vivendi with highly-rated counter-parties. All derivative financial instruments are only used for hedging purposes. Activision also has engaged in limited currency hedging activities. While these hedging activities mitigate some foreign currency risk, each company's reported results of operations and financial condition would be adversely affected by unfavorable foreign currency fluctuations. Additionally, there can be no assurance that Activision Blizzard will continue these programs, or that it will be successful in managing exposure to foreign

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currency risks. In the future, currency exchange rates may have a negative or materially adverse impact on revenues from international sales and licensing and thus on each company's business and financial results.

***Activision and Vivendi Games rely on independent third parties to develop some of their respective software products.***

Activision and Vivendi Games rely on independent third-party software developers to develop some of their software products. Since they depend on these developers, in the aggregate, the companies remain subject to the following risks:

- continuing strong demand for developers' resources, combined with the recognition they receive in connection with their work, may cause developers who worked for either of Activision or Vivendi Games in the past either to work for a competitor in the future or to renegotiate agreements on terms less favorable for the companies;
- limited financial resources and business expertise and inability to retain skilled personnel may force developers out of business prior to completing products or require Activision or Vivendi Games to fund additional costs; and
- the companies' competitors may acquire the businesses of key developers or sign them to exclusive development arrangements. In either case, the companies would not be able to continue to engage such developers' services for their products, except for those that they are contractually obligated to complete.

Increased competition for skilled third-party software developers also has compelled Activision and Vivendi Games to agree to make significant advance payments on royalties to game developers. If the products subject to these arrangements do not generate sufficient revenues to recover these royalty advances, Activision or Vivendi Games, as applicable, would have to write-off unrecovered portions of these payments, which could cause material harm to such company's business and financial results. Typically, Activision and Vivendi Games pay developers a royalty based on a percentage of net revenues, less agreed upon deductions, but from time to time, the companies have agreed to pay developers fixed per unit product royalties after royalty advances are fully recouped. To the extent that sales prices of products on which the companies have agreed to pay a fixed per unit royalty are marked down, profitability could be adversely affected.

***The platform licensors of each of Activision and Vivendi Games set the royalty rates and other fees that must be paid to publish games for their platforms, and therefore have significant influence on costs.***

Activision and Vivendi Games pay a licensing fee to the hardware manufacturer for each copy of a product manufactured for that manufacturer's game platform. In order to publish products for new hardware platforms, each company must take a license from the platform licensor which gives the platform licensor the opportunity to set the fee structure that must be paid in order to publish games for that platform. Similarly, the platform licensors have retained the flexibility to change their fee structures for online gameplay and features for their consoles and the manufacturing of products. The control that platform licensors have over the fee structures for their platforms and online access makes it difficult for Activision and Vivendi Games to predict their respective costs and profitability in the medium to long term. It is also possible that platform licensors will not renew existing licenses. Any increase in fee structures or nonrenewal of licenses would have a significant negative impact on the companies' respective business models and profitability.

***The businesses of Activision and Vivendi Games are highly dependent on the success, timely release and availability of new video game platforms, on the continued availability of existing video game platforms, as well as each company's ability to develop commercially successful products for these platforms.***

Activision derives most of its revenue, and Vivendi Games, through its subsidiary Sierra, also derives a substantial amount of revenue, from the sale of products for play on video game platforms

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manufactured by third parties, such as Sony's PlayStation 2, PlayStation 3 and PlayStation Portable, Microsoft's Xbox 360 and Nintendo's Wii and DS. The success of each company's business is driven in large part by the availability of an adequate supply of these video game platforms, its ability to accurately predict which platforms will be successful in the marketplace, and its ability to develop commercially successful products for these platforms. Activision and Vivendi Games must make product development decisions and commit significant resources well in advance of the anticipated introduction of a new platform. A new platform for which Activision or Vivendi Games is developing products may be delayed, may not succeed or may have a shorter life cycle than anticipated. Alternatively, a platform for which one or both of the companies have not devoted significant resources could be more successful than initially anticipated, causing such company to miss out on a meaningful revenue opportunity. Additionally, if the platforms for which either company is developing products are not released when anticipated, are not available in adequate quantities to meet consumer demand, or do not attain wide market acceptance, the affected company's revenues may suffer, the affected company may be unable to fully recover its investments made in developing products, and its financial performance may be harmed.

***Transitions in console platforms could have a material impact on the market for interactive entertainment software.***

In 2005, Microsoft released the Xbox 360 and, in 2006, Sony and Nintendo introduced their respective next-generation hardware platforms, the PlayStation 3 and Wii. When new console platforms are announced or introduced into the market, consumers typically reduce their purchases of game console entertainment software products for current console platforms in anticipation of new platforms becoming available. During these periods, sales of game console entertainment software products may be expected to slow or even decline until new platforms are introduced and achieve wide consumer acceptance. This decline may not be offset by increased sales of products for the new console platforms. As console hardware moves through its life cycle, hardware manufacturers typically enact price reductions and decreasing prices may put downward pressure on software prices. During platform transitions, Activision and Vivendi Games may simultaneously incur costs both in continuing to develop and market new titles for prior-generation video game platforms, which may not sell at premium prices, and also in developing products for next-generation platforms, which will not generate immediate or near-term revenue. As a result, operating results during platform transitions may be more volatile and more difficult to predict than during other times, and such volatility may cause greater fluctuations in Activision's stock price.

***Activision and Vivendi Games must make significant expenditures to develop products for new platforms which may not be successful or released when anticipated.***

Each of Activision and Vivendi Games must make substantial product development and other investments in a particular platform well in advance of introduction of the platform and may be required to realign its product portfolio and development efforts in response to market changes. Furthermore, development costs for new console platforms are greater than such costs for current console platforms. If increased costs are not offset by higher revenues and other cost efficiencies, operating results will suffer and the affected company's financial position will be harmed. If the platforms for which Activision or Vivendi Games develop new software products or modify existing products are not released on a timely basis or do not attain significant market penetration, or development of products is cancelled in response to market changes, the affected company may not be able to recover its development costs, which could be significant, and its business and financial results could be significantly harmed.

In addition, Activision and Vivendi Games seek to release many of their products in conjunction with specific events, such as the release of a related movie. If either company misses these key selling periods due to product delays or delayed introduction of a new platform for which it has developed products, such company's sales may suffer disproportionately.

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***If the average price of prior-generation titles continues to decline or if Activision or Vivendi Games is unable to sustain launch pricing on next-generation titles, the affected company's operating results will suffer.***

Both Activision and Vivendi Games have experienced a decrease in the average price of titles for prior-generation platforms. As the interactive entertainment industry transitions to next-generation video game platforms, the companies expect there to be fewer prior-generation titles able to command premium prices, and that even these titles will be subject to price reductions at an earlier point in their sales cycle than has been seen in prior years. The companies expect the average price of prior-generation titles to continue to decline, which may have a negative effect on each company's margins and operating results.

Next-generation titles for the Xbox 360, Sony's PlayStation 3 and the Nintendo Wii have been offered at premium retail prices since the launch of such consoles. Activision and Vivendi Games expect to continue to price next-generation titles at a premium level, but if they are unable to sustain launch pricing on these next-generation titles they may experience a negative effect on their respective margins and operating results.

***Platform licensors are chief competitors of both Activision and Vivendi Games and frequently control the manufacturing of and have broad approval rights over each company's console and handheld video game products.***

Generally, when Activision or Vivendi Games develops interactive entertainment software products for hardware platforms offered by Sony, Nintendo, or Microsoft, the products are manufactured exclusively by that hardware manufacturer or their approved replicator.

The agreements with these manufacturers include certain provisions, such as approval rights over all software products and related hardware peripherals and promotional materials and the ability to change the fee they charge for the manufacturing of products, which allow them substantial influence over the cost and the release schedule of such interactive entertainment software products. In addition, since each of the manufacturers is also a publisher of games for its own hardware platforms and manufactures products for all of its other licensees, a manufacturer may give priority to its own products or those of competitors in the event of insufficient manufacturing capacity. Accordingly, Sony, Nintendo, or Microsoft could cause unanticipated delays in the release of products as well as increases to projected development, manufacturing, marketing, or distribution costs, which could materially harm the business and financial results of one or both of the companies.

In addition, platform licensors control each company's ability to provide online game capabilities for console platform products and in large part establish the financial terms on which these services are offered to consumers. Currently, Microsoft provides online capabilities for the Xbox 360 and Sony provides online capabilities for PlayStation 2 and PlayStation 3 products. In each case, compatibility code and/or the consent of the licensor are required for both companies to include online capabilities in its console products. As these capabilities become more significant, the failure or refusal of licensors to approve either company's products may harm the business and financial results of the affected company.

***Activision and Vivendi Games may face difficulty obtaining access to retail shelf space necessary to market and sell their products effectively.***

Retailers typically have a limited amount of shelf space and promotional resources, and there is intense competition among consumer interactive entertainment software products for high quality retail shelf space and promotional support from retailers. To the extent that the number of products and platforms increases, competition for shelf space may intensify and may require the companies to increase their respective marketing expenditures. Retailers with limited shelf space typically devote the most and highest quality shelf space to those products expected to be best sellers. Neither Activision nor Vivendi Games can be certain that its new products will consistently achieve such "best seller" status. Due to increased competition for limited shelf space, retailers and distributors are in an increasingly better position to negotiate favorable terms of sale, including price discounts, price

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protection, marketing and display fees, and product return policies. Activision's and Vivendi Games' products constitute a relatively small percentage of any retailer's sales volume. Neither Activision nor Vivendi Games can be certain that retailers will continue to purchase their respective products or to provide those products with adequate levels of shelf space and promotional support on acceptable terms. A prolonged failure in this regard may significantly harm one or both of the companies' business and financial results.

***Activision's and Vivendi Games' products may be subject to legal claims.***

In prior fiscal years, at least two lawsuits have been filed against numerous video game companies, including against Activision, by the families of victims who were shot and killed by teenage gunmen in attacks perpetrated at schools. These lawsuits alleged that the video game companies manufactured and/or supplied these teenagers with violent video games, teaching them how to use a gun and causing them to act out in a violent manner. These lawsuits have been dismissed. Similar additional lawsuits may be filed in the future. Although, with respect to the prior lawsuits against Activision, its general liability insurance carrier agreed to defend such suits, it is uncertain whether either company's insurance carrier would do so in the future, or if such insurance carriers would cover all or any amounts which Activision or Vivendi Games might be liable for if such future lawsuits are not decided in such company's favor. If such future lawsuits are filed and ultimately decided against either company and the relevant insurance carrier does not cover the amounts for which such company may be liable for, it could have a material adverse effect on such company's business and financial results. Payment of significant claims by insurance carriers may make such insurance coverage materially more expensive or unavailable in the future, thereby exposing one or both of the companies to additional risk.

***If the products of Activision or Vivendi Games contain defects, their business could be harmed significantly.***

Software products and peripherals as complex as the ones published by each of Activision and Vivendi Games may contain undetected errors when first introduced or when new versions are released. Despite extensive testing prior to release, neither company can be certain that errors will not be found in new products or releases after shipment that could result in loss of or delay in market acceptance. This loss or delay could significantly harm the relevant company's business, financial results, and reputation.

***Activision and Vivendi Games may permit their respective customers to return products and to receive pricing concessions which could reduce net revenues and results of operations.***

Activision and Vivendi Games are exposed to the risk of product returns and price protection with respect to their distributors and retailers. Return policies allow distributors and retailers to return defective, shelf-worn, and damaged products in accordance with terms granted. Price protection, when granted and applicable, allows customers a credit against amounts owed with respect to merchandise unsold by them. Activision and Vivendi Games may permit product returns from, or grant price protection to, customers under certain conditions. These conditions include compliance with applicable payment terms, delivery of weekly inventory and sell-through reports, and consistent participation in the launches of premium title releases. The companies may also consider other factors, including the facilitation of slow-moving inventory and other market factors. When each company offers price protection, it is offered with respect to a particular product to all retail customers; however, only those customers who meet the conditions detailed above can avail themselves of such price protection. Activision also offers a 90-day limited warranty to its end users that its products will be free from manufacturing defects. Although each company maintains a reserve for returns and price protection, and although they may place limits on product returns and price protection, the companies could be forced to accept substantial product returns and provide substantial price protection to maintain their respective relationships with retailers and their access to distribution channels. Product returns and price protection that exceed reserves could significantly harm the relevant company's business and financial results.

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***The businesses of Activision and Vivendi Games may be burdened with payment defaults and uncollectible accounts if either company's distributors or retailers cannot honor their existing credit arrangements.***

Distributors and retailers in the interactive entertainment software industry have from time to time experienced significant fluctuations in their businesses and a number of them have failed. The insolvency or business failure of any significant retailer or distributor could materially harm the business and financial results. Activision and Vivendi Games typically make sales to most retailers and some distributors on unsecured credit, with terms that vary depending upon the customer's credit history, solvency, credit limits, and sales history, as well as whether sufficient credit insurance can be obtained. Although, as in the case with most customers, Activision and Vivendi Games have insolvency risk insurance to protect against a customer's bankruptcy, insolvency, or liquidation, this insurance contains significant deductibles and co-payment obligations, and does not cover all instances of non-payment. In addition, although Activision and Vivendi Games maintain a reserve for uncollectible receivables, the reserve may not be sufficient in every circumstance. As a result, a payment default by a significant customer could significantly harm the relevant company's business and financial results.

***The businesses of Activision and Vivendi Games are subject to risks generally associated with the entertainment industry, any of which could significantly harm each company's operating results.***

The businesses of Activision and Vivendi Games are subject to risks that are generally associated with the entertainment industry, including the popularity, price and timing of games and the platforms on which they are played; economic conditions that adversely affect discretionary consumer spending; changes in consumer demographics; the availability and popularity of other forms of entertainment; and critical reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted. Many of these risks are beyond the control of Activision and Vivendi Games. These risks could negatively impact each company's business and financial results.

***Activision and Vivendi Games are exposed to seasonality in the sale of their products.***

The interactive entertainment software industry is highly seasonal, with the highest levels of consumer demand occurring during the calendar year end holiday buying season. As a result, net revenues, gross profits, and operating income have historically been highest during the second half of the calendar year. Receivables and credit risk are likewise higher during the second half of the calendar year as customers stock up on the companies' products for the holiday season. Additionally, in a platform transition period, sales of game console software products can be significantly affected by the timeliness of introduction of game console platforms by the manufacturers of those platforms, such as Sony, Nintendo, and Microsoft. The timing of hardware platform introduction is also often tied to holidays and is not within either company's control. If a hardware platform is released unexpectedly close to the holidays, this would result in a shortened holiday buying season and could negatively impact the sales of each company's products. Further, delays in development, licensor approvals, or manufacturing can also affect the timing of the release of products, causing the companies to miss key selling periods such as the calendar year end holiday buying season.

***Activision and Vivendi Games may not be able to adequately adjust their respective cost structures in a timely fashion in response to a sudden decrease in demand.***

A significant portion of each company's selling and general and administrative expense is comprised of personnel and facilities. In the event of a significant decline in revenues, Activision and Vivendi Games may not be able to exit facilities, reduce personnel, or make other changes to their respective cost structures without disruption to operations or without significant termination and exit costs. Management may not be able to implement such actions in a timely manner, if at all, to offset an immediate shortfall in revenues and profit.

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***If Activision and Vivendi Games do not continue to attract and retain key personnel, they will be unable to effectively conduct their respective businesses.***

The success of each of Activision and Vivendi Games depends to a significant extent on each company's ability to identify, hire, and retain skilled personnel. The software industry is characterized by a high level of employee mobility and aggressive recruiting among competitors for personnel with technical, marketing, sales, product development, and management skills. One or both of the companies may have difficulties in attracting and retaining skilled personnel or may incur significant costs in order to do so. If Activision or Vivendi Games is unable to attract additional qualified employees or retain the services of key personnel, its business and financial results could be negatively impacted.

***The products of Activision and Vivendi Games are subject to the threat of piracy and unauthorized copying, and inadequate intellectual property laws and other protections could prevent the companies from enforcing or defending their respective proprietary technologies.***

Each of Activision and Vivendi Games regards its software as proprietary and relies on a combination of copyright, patent, trademark and trade secret laws, employee and third-party nondisclosure agreements, and other methods to protect its proprietary rights. Activision and Vivendi Games own or license various copyrights, patents, and trademarks. Each company is aware that some unauthorized copying occurs, and if a significantly greater amount of unauthorized copying of its software products were to occur, it could cause material harm to such company's business and financial results.

Policing unauthorized use of the companies' products is difficult, and software piracy is a persistent problem, especially in certain countries. Further, the laws of some countries where Activision's and Vivendi Games' products are or may be distributed either do not protect their products and intellectual property rights to the same extent as the laws of the United States, or are poorly enforced. Legal protection of each company's rights may be ineffective in such countries. In addition, though each company takes steps to make the unauthorized copying and distribution of its products more difficult, neither company's efforts may be successful in controlling the piracy of its products. Organized pirate operations have been expanding globally. In addition, the proliferation of technology designed to circumvent the protection measures used in the companies' products, the availability of broadband access to the Internet, the ability to download pirated copies of games from various Internet sites and peer-to-peer networks, and the widespread proliferation of Internet cafes using pirated copies of each company's products, all have contributed to an expansion in piracy. This could have a negative effect on each company's respective growth and profitability in the future.

Moreover, as the companies leverage their software products using emerging technologies such as the Internet and online services, the ability to protect intellectual property rights and to avoid infringing intellectual property rights of others may diminish. Neither Activision nor Vivendi Games can be certain that existing intellectual property laws will provide adequate protection for its products in connection with these emerging technologies.

***Data breaches involving the source code for Activision's and Vivendi Games' products or customer or employee data stored by the companies could adversely affect their respective reputations and revenues.***

Activision and Vivendi Games store the source code for their interactive entertainment software products as it is created on multiple electronic devices. In addition, the companies store customer account information for, and other confidential information related to, employees. A breach of the systems on which such source code, account information and other sensitive data is stored could lead to piracy of the companies' software or fraudulent activity and claims and lawsuits in connection with data security breaches. A data intrusion into Blizzard's *World of Warcraft* servers could also disrupt the operation of *World of Warcraft*. If Activision or Vivendi Games is subject to data security breaches, it may have a loss in sales or be forced to pay damages or other amounts, which could materially and adversely affect profitability. In addition, any damage to its reputation resulting from a data breach

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could have a material adverse impact on revenues and future growth prospects, or increase costs by leading to additional security measures being required.

***Activision and Vivendi Games may be subject to intellectual property claims.***

As the number of interactive entertainment software products increases and the features and content of these products continue to overlap, software developers increasingly may become subject to infringement claims. Many of the companies' products are highly realistic and feature materials that are based on real world examples, which may be the subject of intellectual property infringement claims of others. In addition, the companies' products often utilize complex, cutting edge technology that may become subject to emerging intellectual property rights of others. Although both Activision and Vivendi Games believe that it makes reasonable efforts to ensure that its products do not violate the intellectual property rights of others, it is possible that third parties still may claim infringement. From time to time, each company receives communications from third parties regarding such claims. Existing or future infringement claims against Activision and Vivendi Games, whether valid or not, may be time consuming and expensive to defend.

Intellectual property litigation or claims could force the companies to do one or more of the following:

- cease selling, incorporating, or using products or services that incorporate the challenged intellectual property;
- obtain a license from the holder of the infringed intellectual property, which if available at all, may not be available on commercially favorable terms; or
- redesign the affected interactive entertainment software products or hardware peripherals, which could result in additional costs, delay introduction and possibly reduce commercial appeal of the affected products.

Any of these actions may cause material harm to the relevant company's respective business and financial results.

***Each of Activision's and Vivendi Games' products are subject to ratings by the Entertainment Software Rating Board and similar agencies. Failure to obtain target ratings could negatively impact sales.***

The Entertainment Software Rating Board (the "ESRB") requires game publishers to provide consumers with ratings information, including information relating to violence, nudity, or sexual content contained in software titles, and imposes significant penalties for noncompliance. Certain countries have also established similar rating systems as prerequisites for product sales in those countries. In some instances, a company may be required to modify its products to comply with the requirements of the rating systems, which could delay or disrupt the release of any given product, or may prevent their sale altogether in certain territories. The relevant ratings include "Everyone" (age 6 and older), "Everyone 10+" (age 10 and older), "Teen" (age 13 and over), or "Mature" (age 17 and over). Certain of Activision's and Vivendi Games' titles have received a "Mature" rating. None of either company's titles has received the "Adults Only" rating (18 and over). Activision and Vivendi Games believe that they comply with rating systems and properly display the ratings and content descriptions received for their respective titles. If either company is unable to obtain the targeted ratings for its products as a result of changes in the ESRB's ratings standards or for other reasons, including the adoption of legislation in this area, the relevant company's business and prospects could be negatively affected.

***The business, products, and distribution of Activision and Vivendi Games are subject to increasing regulation of content in key territories. If each company does not successfully respond to these regulations, its business may suffer.***

Legislation is continually being introduced that may affect both the content and the distribution of products. For example, privacy laws in the United States and Europe impose various restrictions on the collection and storage of personal information. Those rules vary by territory although the Internet

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recognizes no geographical boundaries. In addition, many foreign countries have laws that permit governmental entities to censor the content and/or advertising of interactive entertainment software. Other countries, such as Germany, prohibit certain types of content.

In the United States, numerous laws have been introduced at the federal and state level which attempt to restrict the content of games or the distribution of such products. For example, recent legislation has been adopted in several states, and proposed at the federal level, that prohibits the sale of certain games (e.g., violent games or those with "M (Mature)" or "AO (Adults Only)" ratings) to minors. In addition, a number of state legislative bodies in states such as Illinois, California, Michigan, and Washington have introduced various forms of legislation designed to regulate and control sales of video games deemed inappropriate for sales to minors. New and recent incidents linking video games and violence may lead to increased pressure for legislative activity. To date, all the courts have ruled on such legislation in a manner favorable to the interactive entertainment software industry. But in the event such legislation is adopted and enforced, sales may be harmed because the products each company is able to offer to its customers and the size of the potential market for its products may be limited. Activision and Vivendi Games may also be required to modify certain products or alter marketing strategies to comply with new and possibly inconsistent regulations, which could be costly or delay the release of its products.

***If one or more of Activision's or Vivendi Games' titles were found to contain objectionable undisclosed, pertinent content, the relevant company's business could suffer.***

Throughout the history of this industry, many video games have been designed to include certain hidden content and gameplay features that are accessible through the use of in-game cheat codes or other technological means that are intended to enhance the gameplay experience. However, in some cases, undisclosed, pertinent content or features have been found in other publishers' interactive entertainment software products. In a few cases, the ESRB has reacted to discoveries of undisclosed, pertinent content and features by changing the rating that was originally assigned to the product, requiring the publisher to change the game and/or game packaging and/or fining the publisher. Retailers have on occasion reacted to the discovery of such undisclosed content by removing these games from their shelves, refusing to sell them, and demanding that their publishers accept them as product returns. Likewise, interactive entertainment software consumers have reacted to the revelation of undisclosed content by refusing to purchase such games, demanding refunds for games they have already purchased, refraining from buying other games published by the company whose game contained the objectionable material, and, in at least one occasion, filing a lawsuit against the publisher of the product containing such content.

Activision and Vivendi Games have implemented preventative measures designed to reduce the possibility of objectionable undisclosed, pertinent content from appearing in the video games they publish. Nonetheless, these preventative measures are subject to human error, circumvention, overriding, and reasonable resource constraints. If a video game either company published were found to contain undisclosed, pertinent content, the ESRB could demand that the game be recalled and its packaging changed to reflect a revised rating, retailers could refuse to sell it and demand the acceptance of returns of any unsold copies or returns from customers, and/or consumers could refuse to buy it, demand refunds or file lawsuits. This could have a material negative impact on operating results and financial condition. In addition, a company's reputation could be harmed, which could impact sales of its other video games. If any of these consequences were to occur, the business and financial performance could be significantly harmed.

#### **Other Risks Related to Business and Operations Following the Transaction**

***Historically, Activision's stock price has been highly volatile.***

The trading price of Activision's common stock has been and could continue to be subject to wide fluctuations in response to many factors, including:

- quarter to quarter variations in results of operations;
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- the announcements of new products;
- competitors' announcements of new products;
- product development or release schedule;
- general conditions in the computer, software, entertainment, media or electronics industries, and in the economy;
- timing of the introduction of new platforms and delays in the actual release of new platforms;
- hardware manufacturers' announcements of price reductions in hardware platforms;
- consumer spending trends;
- changes in earnings estimates or buy/sell recommendations by analysts;
- sales or acquisitions of common stock by Activision Blizzard's directors, executive management, or Vivendi and its affiliates; and
- investor perceptions and expectations regarding products, plans and strategic position, and those of the company's competitors and customers.

In addition, the public stock markets experience extreme price and trading volume volatility, particularly in high technology sectors of the market. This volatility has significantly affected the market prices of securities of many technology companies for reasons often unrelated to the operating performance of the specific companies. These broad market fluctuations may adversely affect the market price of Activision Blizzard common stock after completion of the Transaction.

***The requirements of integrating and maintaining internal controls at the combined company may strain Activision Blizzard's resources and divert management's attention, and if we fail to establish and maintain proper internal controls, the combined company's ability to produce accurate financial statements or comply with applicable regulations could be impaired.***

As a result of the Transaction, Vivendi Games, which is a privately-held company, will become a wholly-owned subsidiary of Activision Blizzard and thus will become subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), and the rules and regulations of the National Association of Securities Dealers. The requirements of these rules and regulations will increase Activision Blizzard's legal, accounting and financial compliance costs, will make some activities more difficult, time-consuming and costly and may also place undue strain on the combined company's personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that a company maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain the effectiveness of Activision Blizzard's disclosure controls and procedures and internal controls over financial reporting during the integration process following the Transaction, Activision Blizzard will need to expend significant resources and provide significant management oversight. The combined company has a substantial effort ahead of it to implement appropriate processes, implement and document a comprehensive and uniform system of internal controls over relevant processes of the combined company, assess their design, remediate any deficiencies identified and test their operation. As a result, management's attention may be diverted from other business concerns, which could harm the combined company's business, operating results and financial condition. These efforts will also involve substantial accounting-related costs. In addition, if the combined company is unable to continue to meet these requirements, it may not be able to remain listed on NASDAQ.

Implementing any appropriate changes to internal controls or integrating existing procedures may require specific compliance training of its officers and employees, entail substantial costs in order to modify its existing accounting systems, and take a significant period of time to complete. These actions may not, however, be effective in establishing the adequacy of its internal controls, and any failure to maintain that adequacy, or consequent inability to produce accurate financial statements on a timely

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basis, could increase Activision Blizzard's operating costs and could materially impair its ability to operate the business. In the event that the combined company is not able to demonstrate compliance with Section 404 of the Sarbanes-Oxley Act in a timely manner, that its internal controls are perceived as inadequate or that it is unable to produce timely or accurate financial statements, investors may lose confidence in Activision Blizzard's operating results and its stock price could decline.

***Changes in tax rates or exposure to additional tax liabilities could adversely affect Activision Blizzard's operating results and financial condition.***

Activision Blizzard will be subject to income taxes in the United States and in various foreign jurisdictions. Significant judgment is required in determining worldwide provision for income taxes and, in the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. Activision is, and the combined company will be, required to estimate future taxes. Although Activision currently believes its tax estimates are reasonable, the estimate process is inherently uncertain, and such estimates are not binding on tax authorities. The effective tax rate could be adversely affected by changes in the business, including the mix of earnings in countries with differing statutory tax rates, changes in tax elections, changes in applicable tax laws as well as other factors. Further, tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect the relevant income tax provision. Should the ultimate tax liability exceed estimates, the combined company's income tax provision and net income could be materially affected.

Activision is, and Activision Blizzard will be, also required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property, and goods and services taxes, in both the United States and various foreign jurisdictions. Tax authorities regularly examine these non-income taxes. There can be no assurance that the outcomes from these examinations, changes in the business or changes in applicable tax rules will not have an adverse effect on operating results and financial condition.

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## QuickLinks

[Exhibit 99.1](#)

[RISK FACTORS FROM PRELIMINARY PROXY STATEMENT FILED BY ACTIVISION, INC. ON APRIL 30, 2008](#)

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

In re ACTIVISION, INC. SHAREHOLDER DERIVATIVE LITIGATION	)	No. CV-06-04771-MRP(JTLx)
	)	
	)	
	)	
This Document Relates To:	)	
	)	
ALL ACTIONS.	)	
	)	

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
FOR THE COUNTY OF LOS ANGELES

In re ACTIVISION SHAREHOLDER DERIVATIVE LITIGATION	)	Lead Case No. SC090343
	)	Consolidated with Case Nos. BC355327
	)	and BC356454
	)	
This Document Relates To:	)	
	)	
ALL ACTIONS.	)	
	)	

STIPULATION OF SETTLEMENT

This Stipulation of Settlement, dated May 8, 2008 (the “Stipulation”), is made and entered into by and among the following Settling Parties (as defined further in ¶1.20 hereof): (i) Michael Hamian, Milton Pfeiffer, Sebastian Abdelnur and Dewey Scarborough, (the “Federal Plaintiffs”) (on behalf of themselves and derivatively on behalf of Activision, Inc. (“Activision”)); (ii) Amalgamated Bank As Trustee of the Longview 400 Index Fund for Retirement Trusts, Ryan Vasquez and Friedrike Greuer (the “State Plaintiffs”) (on behalf of themselves and derivatively on behalf of Activision); (iii) the Individual Settling Defendants; (iv) non-party Bryan Cave LLP, including its predecessors, successors and assigns and Robinson Silverman Pearce Aronsohn & Berman LLP (“Bryan Cave”); and (v) nominal party Activision, each by and through their respective counsel. The Stipulation is intended by the Settling Parties to fully, finally and forever resolve, discharge and settle the Released Claims (as defined in ¶1.17), upon and subject to the terms and conditions hereof.

**I. INTRODUCTION**

On and after July 12, 2006, the following shareholder derivative actions were filed in the Superior Court of the State of California for the County of Los Angeles: *Vasquez v. Kotick, et al.*, LASC Case No. BC355327; *Greuer v. Kotick, et al.*, LASC Case No. SC090343; and *Amalgamated Bank v. Baker, et al.*, LASC Case No. BC356454. The State Court consolidated all three state actions by Order dated October 31, 2006 as the consolidated action entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (the “State Derivative Action”) and appointed Amalgamated Bank as Trustee of the Longview 400 Index Fund for Retirement Trusts and Ryan Vasquez as Lead Plaintiffs. On May 24, 2007, the State Derivative Action was partially stayed until resolution of the motions to dismiss the complaint filed in the Federal Derivative Action.

On and after July 31, 2006, the following shareholder derivative actions were filed in the United States District Court for the Central District of California: *Pfeiffer v. Kotick, et al.*, Case No. CV-06-4771 MRP(JTLx) (“Pfeiffer”); *Hamian v. Kotick, et*

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*al.*, Case No. CV-06-5375 MRP(JLTx) (“Hamian”); *Abdelnur v. Kotick, et al.*, Case No. CV-07-3575 MRP(JTLx) (“Abdelnur”); and *Scarborough v. Kotick, et al.*, Case No. CV-07-4602 MRP(JTLx) (“Scarborough”). The *Pfeiffer* and *Hamian* complaints were consolidated by Order dated January 25, 2007, as *In re Activision, Inc. Shareholder Derivative Litigation*, Case No. CV-06-4771 MRP(JTLx) (the “Federal Derivative Action”), *Pfeiffer* and *Hamian* were appointed Lead Plaintiff, and Co-Lead Counsel was appointed. *Abdelnur* was consolidated into the Federal Derivative Action by order dated July 13, 2007, and *Scarborough* was consolidated into the action by Order dated September 13, 2007.

Both the Federal Derivative Action and the State Derivative Action allege claims on behalf of Activision against the Individual Settling Defendants, certain current and former Activision officers and directors, arising from or relating to the granting of stock options at Activision, including from 1996 through at least 2003.

On or about July 25, 2006, Activision’s Board of Directors (the “Board”) approved the appointment of a subcommittee of the Board’s audit committee (the “Special Subcommittee”) to conduct a review of Activision’s practices and policies relating to the granting of stock options. The Special Subcommittee’s review encompassed 4,849 grants between fiscal years 1992 and 2006, covering 204,230,604 shares, or about 86% of the 237,756,486 options granted in the period reviewed. The Special Subcommittee concluded that a substantial number of options granted during the period reviewed required measurement date corrections pursuant to the applicable accounting rules, and that Activision would be required to record additional non-cash, stock-based compensation expense arising from measurement date corrections.

Beginning in August 2007, the parties to the Federal Derivative Action commenced settlement discussions, which continued from time-to-time over the following months. Beginning in November 2007, the parties to both Actions conducted confidential mediation sessions before the Honorable Edward A. Infante (Ret.). Attending the mediation sessions were counsel for the Federal and State

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Plaintiffs, all Defendants in the Actions except for Barry J. Plaga, Activision, certain of Activision's directors and officers ("D&O") insurance carriers, and Activision's former outside corporate counsel, Bryan Cave LLP. In the course of confidential settlement discussions, and pursuant to the mediation supervised by Judge Infante, counsel for Activision has discussed with the Federal and State Plaintiffs' counsel the Special Subcommittee's investigation and the Special Subcommittee's findings and conclusions pursuant thereto. Counsel for Activision also provided to the Federal and State Plaintiffs' counsel for review various documents relevant to the parties' disputes, in the course of confidential settlement discussions, and pursuant to the mediation supervised by Judge Infante.

All parties to the Actions and non-party Bryan Cave have reached a non-binding agreement-in-principle for the resolution of the claims asserted therein and any and all claims which could have been asserted therein, as set forth in an Amended Memorandum of Understanding, previously executed by certain of the parties on or about January 17, 2008 and additional non-binding agreements-in-principle with respect to Individual Settling Defendants Chardavoyne and Goldberg.

## **II. SETTLING DEFENDANTS' AND BRYAN CAVE'S DENIALS OF WRONGDOING AND LIABILITY**

The Individual Settling Defendants have denied and continue to deny each and all of the claims and contentions alleged by the Plaintiffs in the Actions. The Individual Settling Defendants expressly have denied and continue to deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Actions. The Individual Settling Defendants also have denied and continue to deny, *inter alia*, the allegations that the Plaintiffs, Activision or its stockholders have suffered damage, or that the Plaintiffs, Activision or its stockholders were harmed by the conduct alleged in the Actions. The Individual Settling Defendants have further asserted that at all

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relevant times, they acted in good faith, and in a manner they reasonably believed to be in the best interests of Activision and its stockholders.

Nonetheless, the Individual Settling Defendants and Activision have concluded that further conduct of the Actions would be protracted, expensive, and distracting to Activision and its management. The Individual Settling Defendants and Activision have also taken into account the uncertainty and risks inherent in any litigation, especially in complex cases like the Actions. The Individual Settling Defendants and Activision have, therefore, determined that it is desirable that the Actions, and all of the Settling Parties' disputes related thereto, be fully and finally settled in the manner and upon the terms and conditions set forth in this Stipulation (hereinafter, the "Settlement"). The Individual Settling Defendants are entering into this Stipulation solely because the proposed Settlement would eliminate the burden and expense of further litigation.

Neither this Stipulation nor any document or exhibit referred to herein, including, but not limited to, the Corporate Governance policies attached as Exhibit A, nor any action taken to carry out this Stipulation is, may be construed as, or may be used as an admission by or against the Settling Parties, or any of them, of any fault,

wrongdoing or liability whatsoever. Entering into or carrying out this Stipulation (or the exhibits thereto) and any negotiations or proceedings related thereto shall not in any event be construed as, or be deemed to be evidence of, an admission or concession with regard to the claims alleged in the Actions or contrary to the denials or defenses of the Settling Parties, and it is the Settling Parties' intention that the Settlement shall not be offered or admitted into evidence, or used, in any action or proceeding in any court, administrative agency or other tribunal for any purpose whatsoever other than to enforce the provisions of this Stipulation (and the exhibits hereto) or the provisions of any related agreement or release; except that this Stipulation may be filed in the Actions or related litigation as evidence of the Settlement, or by the Settling Parties or Released Persons in any subsequent action

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against or by them in support a defense of *res judicata*, collateral estoppel, release, or other theory of claim or issue preclusion or similar defense.

Bryan Cave has denied and continues to deny any wrongdoing or liability in connection with or arising out of any of the allegations that were or that could have been alleged in the Actions or otherwise asserted in connection with the Settling Parties' dispute. Bryan Cave believes the proposed settlement will resolve complex legal issues in a way that permits Activision to put the questions raised by the Actions to rest and move forward with its business. Although Bryan Cave does not believe that any potential claims against it would have merit, Bryan Cave is entering into this Stipulation and is foregoing payment for its efforts in support of the Special Subcommittee's investigation in order to help accomplish this result and to resolve the Settling Parties' dispute.

Activision, the Individual Settling Defendants and Bryan Cave have determined, in light of the foregoing considerations and others, that it is desirable and beneficial that the Actions and all of the Settling Parties' disputes relating thereto be settled in a manner and upon the terms and conditions set forth in this Stipulation.

### **III. CLAIMS OF THE PLAINTIFFS AND BENEFITS OF SETTLEMENT**

The Plaintiffs believe that the claims asserted in the Actions, and the claims which could potentially be asserted, have merit. However, counsel for the Plaintiffs recognize and acknowledge the expense and length of continued proceedings necessary to prosecute the Actions against the Settling Defendants through trial and through appeals. Plaintiffs' Counsel also have taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as the Actions, as well as the difficulties and delays inherent in such litigation. Plaintiffs' Counsel also are mindful of the inherent problems of proof and possible defenses to the claims asserted in the Actions or which may be asserted. Plaintiffs' Counsel believe that the Settlement set forth in this Stipulation confers substantial benefits

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upon Activision and its stockholders. Based on their evaluation, Plaintiffs have determined that the Settlement set forth in the Stipulation is in the best interests of the Plaintiffs, Activision and its stockholders.

### **IV. TERMS OF STIPULATION AND AGREEMENT OF SETTLEMENT**

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and among the Plaintiffs (for themselves and derivatively on behalf of Activision) and the Settling Defendants and non-party Bryan Cave, by and through their respective counsel or attorneys of record, that, subject to all necessary court approvals, entry of a Final Judgment as provided in this Stipulation, and satisfaction of all other conditions set forth herein, the Actions and the Released Claims shall be finally and fully compromised, settled and released, and the Actions shall be dismissed with prejudice, upon and subject to the terms and conditions of the Stipulation, as follows.

**1. Definitions**

As used in the Stipulation the following terms have the meanings specified below:

1.1 “Actions” means, collectively, the Federal Derivative Action and the State Derivative Action.

1.2 “Activision” means Activision, Inc.

1.3 “Bryan Cave” means Bryan Cave LLP, including its predecessors, successors and assigns and Robinson Silverman Pearce Aronsohn & Berman LLP.

1.4 “Effective Date” means the first date by which all of the events and conditions specified in ¶7.1 of the Stipulation have been met and have occurred.

1.5 “Federal Co-Lead Counsel” means Coughlin Stoia Geller Rudman & Robbins LLP and Levi & Korsinsky, LLP.

1.6 “Federal Court” means the United States District Court for the Central District of California.

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1.7 “Federal Derivative Action” means the consolidated action entitled *In re Activision, Inc. Shareholder Derivative Litigation*, Central District of California, Case No. CV-06-4771 MRP(JTLx).

1.8 “Federal Plaintiffs” means Michael Hamian, Milton Pfeiffer, Sebastian Abdelnur, and Dewey Scarborough.

1.9 “Final” means the time when a Judgment that has not been reversed, vacated, or modified in any way is no longer subject to appellate review, either because of disposition on appeal and conclusion of the appellate process or because of passage, without action, of time for seeking appellate review. More specifically it is that situation when: (1) either no appeal has been filed and the time has passed for any notice of appeal to be timely filed in the Actions; or (2) an appeal has been filed and the courts of appeal has/have either affirmed the Judgment or dismissed that appeal and the time for any reconsideration or further appellate review has passed; or (3) a higher court has granted further appellate review and that court has either affirmed the underlying Judgment or affirmed the court of appeals’ decision affirming the Judgment or dismissing the appeal.

1.10 “Individual Settling Defendants” means John T. Baker, IV, Harold A. Brown, William J. Chardavoyne, Robert J. Corti, Robert J. Dewar, Ronald Doornink, Lawrence Goldberg, Kenneth L. Henderson, Barbara S. Isgur, Brian G. Kelly, Robert A. Kotick, Mitchell H. Lasky, Howard E. Marks, Steven T. Mayer, Robert J. Morgado, Peter J. Nolan, Barry J. Plaga, George L. Rose, Michael J. Rowe, Richard Sarnoff, Richard A. Steele, Thomas Tippl and Kathy Vrabeck.

1.11 “Judgment” means the judgment to be rendered by the Federal Court, substantially in the form attached hereto as Exhibit C.

1.12 “Mediator” means the Honorable Edward A. Infante (Ret.).

1.13 “Person” means an individual, corporation, limited liability corporation, professional corporation, partnership, limited partnership, limited liability partnership, association, joint stock company, estate, legal representative, trust, unincorporated

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association, government or any political subdivision or agency thereof, and any business or legal entity and their spouses, heirs, predecessors, successors, representatives, or assignees.

1.14 “Plaintiffs” refers collectively to the Federal Plaintiffs and the State Plaintiffs.

1.15 “Plaintiffs’ Counsel” means any counsel that has appeared of record or rendered legal services to any of the Plaintiffs in connection with the Actions.

1.16 “Related Persons” means (1) each of an Individual Settling Defendant’s spouse, heirs, executors, estates, or administrators, any entity in which an Individual Settling Defendant and/or member(s) of his or her family has or had a controlling interest, any members of their immediate families, or any trust of which any Individual Settling Defendant is or was the settlor or which is or was for the benefit of any Individual Settling Defendant and/or member(s) of his or her family, (2) each of the Individual Settling Defendants’ present and former attorneys, legal representatives, and assigns in connection with the Actions, and (3) all past, present, and future directors, officers, partners, controlling shareholders, joint venturers, related or affiliated entities, agents, advisors, employees, affiliates, predecessors, successors, parents, subsidiaries, divisions, assigns, auditors, and attorneys (including Bryan Cave and any of its current and former partners, associates and employees) for nominal party Activision, its counsel, or any entity in which Activision has a controlling interest (including Vivendi, VGAC LLC, the Vivendi Stockholders, Games, and the Company, as further defined in ¶ 3.2(d) hereof). Related Persons does not include any insurers, co-insurers, or reinsurers of the Settling Defendants.

1.17 “Released Claims” shall collectively mean all claims (including “Unknown Claims,” as defined in ¶1.25 hereof), debts, demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, whether or not concealed or hidden, asserted or that could have been asserted by any derivative plaintiff, on behalf of Activision, or by Activision, against each and every

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of the Released Persons (including, without limitation, claims for damages, interest, attorneys’ fees, expert or consulting fees and any other costs, expenses or liability, negligence, negligent supervision, gross negligence, intentional conduct, indemnification, breach of duty of care and/or breach of duty of loyalty or good faith, fraud, misrepresentation, unjust enrichment, constructive trust, breach of fiduciary duty, negligent misrepresentation, unfair competition, insider trading, professional negligence, mismanagement, corporate waste, breach of contract, or violations of any state or federal statutes, rules or regulations) that were alleged in the Actions or that

arise from or relate to the matters or occurrences that were or could have been alleged in the Actions, including any claims related to the public disclosures relating to stock option grants and purchases or the transactions referenced therein, however described, through and including the date of execution hereof. The Released Claims shall also mean any and all claims by Bryan Cave for repayment of any legal fees or costs associated with its support of the Special Subcommittee's investigation. Released Claims shall not include any and all claims, rights, defenses, or causes of action that have been or that may be asserted against any insurers, co-insurers, or reinsurers of the Settling Defendants. Such claims are expressly reserved and not waived.

1.18 "Released Persons" means each and all of the Settling Defendants and Bryan Cave and their Related Persons.

1.19 "Settling Defendants" means the Individual Settling Defendants and nominal party Activision.

1.20 "Settling Parties" means, collectively, each of the Individual Settling Defendants, Activision, Bryan Cave and the Plaintiffs on behalf of themselves, Activision and its stockholders.

1.21 "State Co-Lead Counsel" means Bernstein Litowitz Berger & Grossmann LLP and Schiffrin Barroway Topaz & Kessler LLP.

1.22 "State Court" means the Superior Court of the State of California for the County of Los Angeles.

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1.23 "State Derivative Action" means *In re Activision Shareholder Derivative Litigation*, Los Angeles Superior Court, Case No. SC090343.

1.24 "State Plaintiffs" means Amalgamated Bank as Trustee of the Longview 400 Index Fund For Retirement Trusts, Ryan Vazquez and Friederike Greuer.

1.25 "Unknown Claims" means any of the Released Claims which any Plaintiff, Activision or Activision stockholders do not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons, including claims which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Plaintiffs, Individual Settling Defendants, Activision and Bryan Cave shall expressly waive and each of the Activision stockholders shall be deemed to have, and by operation of the Judgment shall have, expressly waived, the provisions, rights and benefits of California Civil Code §1542, which provides:

***A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.***

Upon the Effective Date, the Plaintiffs, Individual Settling Defendants, Bryan Cave and Activision shall expressly waive, and each of the Activision stockholders shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law of any jurisdiction or any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. The Plaintiffs, Individual Settling Defendants, Activision, Bryan Cave and Activision stockholders may hereafter discover facts in addition to or different from

those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims,

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but, upon the Effective Date, each Plaintiff, the Individual Settling Defendants, Activision and Bryan Cave shall expressly settle and release, and each Activision stockholder, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Settling Parties acknowledge, and the Activision stockholders shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is a key element of the settlement of which this release is a part.

## **2. Settlement of the Action**

2.1 The Settling Defendants and Bryan Cave acknowledge that the commencement and prosecution of the Actions related to and preceded (1) the agreement by certain of the Individual Settling Defendants to make certain payments and/or contributions described below, (2) the release of certain coplaims against Activision by Bryan Cave, and (3) corporate governance reforms adopted and/or to be implemented by Activision as described in Exhibit A hereto. The Settling Defendants and Bryan Cave acknowledge that such contributions and corporate governance reforms confer a substantial benefit to Activision.

## **3. Settlement Consideration**

3.1 Corporate Governance Reforms. Activision and the Plaintiffs have conducted extensive, arm's-length negotiations and have reached agreement regarding various corporate governance issues, including internal controls and procedures at Activision, which include internal controls and procedures that relate to certain of the allegations raised in the Actions. Activision acknowledges that the Actions were a

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material factor in the adoption and/or implementation of the Corporate Governance Reforms set forth in Exhibit A hereto, and as such confer a benefit to Activision.

### **3.2 Payments to Activision.**

(a) Directors and Officers. Defendants Kotick, Kelly, Rowe, Rose, Doornick, Isgur, Morgado, and Henderson agreed in principle, following the commencement of the Actions, to reimburse Activision in connection with the receipt of stock options requiring measurement date corrections, subject to the determination of the precise amounts to be reimbursed and execution of this Stipulation. In the case of options that have already been exercised, these individuals agreed to pay the additional exercise price to Activision or agreed to

the cancellation of vested but unexercised options with a value equivalent to the additional exercise price. For options that have not yet been exercised, these individuals agreed that the exercise price will be increased so as to be equal to the fair market value of Activision's stock on the redetermined measurement date. These individuals agreed to the reimbursements without contest, and waived any opportunity to negotiate or dispute the calculations of the reimbursements. Defendant Chardavoyne has agreed to reimburse Activision in connection with the receipt of stock options requiring measurement date corrections, in the amount of \$75,000. Defendant Goldberg has agreed to reimburse Activision in connection with the receipt of stock options requiring measurement date corrections, in the amount of \$50,000. Defendants Chardavoyne and Goldberg shall make such reimbursements to Activision as set forth in ¶7.1 below. The total amount of the reimbursement from these Individual Settling Defendants is valued at approximately \$22,000,000, based on the cancellation of approximately 800,000 vested options, the repricing of approximately 16,000,000 unexercised options, and the cash consideration described above. Plaintiffs and the Settling Defendants acknowledge that the Actions were a material factor in the decision of certain of the Individual Settling Defendants to undertake the reimbursements, cancellations or repricing of the options granted to them, and that

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Activision acknowledges that such contributions confer a substantial benefit to Activision as part of the settlement of the Actions.

(b) Bryan Cave and Henderson. Activision may possess certain claims against Henderson and Bryan Cave arising out of or relating to the representation of Activision by Bryan Cave and certain of its attorneys, including Henderson (against whom claims were asserted in the State Derivative Action), in connection with the granting of options at Activision. Counsel for the Federal Co-Lead Plaintiffs, Activision and Bryan Cave conducted negotiations for the settlement of such claims. In exchange for the releases described herein and the dismissal of the Actions, Bryan Cave agrees to forego and to release any claims for repayment of any legal fees or costs associated with its support of the Special Subcommittee's investigation, including bills and receivables incurred to date in an amount no less than \$2,316,000. Activision and Bryan Cave acknowledge that the Actions were a material factor in Bryan Cave's decision to release any claims to these unpaid bills or receivables, and that such contribution confers a substantial benefit to Activision.

(c) Activision's Primary Directors and Officers Insurance Carrier. Activision has incurred substantial costs in connection with the defense of the Actions and a related investigation by the Securities and Exchange Commission. On October 31, 2007, the day before the initial mediation session, Activision's primary D & O carrier, Federal Insurance Company (with which Activision holds a \$5,000,000 policy), acknowledged in writing for the first time that reimbursable defense costs under the policy were likely to exceed policy limits.

(d) In connection with the Business Combination Agreement, dated as of December 1, 2007 (the "Combination Agreement"), by and between VIVENDI S.A., a societe anonyme organized under the laws of France ("Vivendi"), VGAC LLC, a Delaware limited liability company ("VGAC LLC"; and together with Vivendi, the "Vivendi Stockholders"), VIVENDI GAMES, INC., a Delaware corporation and wholly owned subsidiary of VGAC LLC ("Games"), ACTIVISION,

INC., a Delaware corporation (the “Company”), and SeGo Merger Corporation, a Delaware corporation and wholly owned subsidiary of the Company (“MergerSub”), the parties agreed to a Form of the Investor Agreement between Vivendi, VGAC LLC, Games, MergerSub and the Company (which at the closing of the transactions contemplated under the Combination Agreement will change its name to “Activision Blizzard, Inc.”). Under the terms of the Investor Agreement, the Vivendi Stockholders will acknowledge and agree that the resolution and finality with respect to the Actions confer a benefit upon the Vivendi Stockholders and the Company. Accordingly, the Vivendi Stockholders will acknowledge and agree that the cash consideration paid by the Vivendi Stockholders pursuant to the Combination Agreement may be used for its general corporate purposes, including the advancement of any fees or expenses in connection with the settlement of the Actions.

#### **4. Settlement Procedure**

4.1 Promptly after execution of the Stipulation, the Settling Parties shall submit the Stipulation and its Exhibits to the Federal Court and apply for an order substantially in the form of Exhibit B hereto, requesting preliminary approval of the settlement set forth in the Stipulation.

4.2 Within ten (10) days of the execution of this Stipulation by all parties hereto, Plaintiffs shall submit the Stipulation together with its exhibits to the Federal Court and shall apply for entry of an order (the “Notice Order”), substantially in the form of Exhibit B hereto, requesting *inter alia*, the preliminary approval of the Settlement set forth in the Stipulation, and approval for the filing and publication of the Settlement Notice (collectively, the “Notice of Proposed Settlement” and the “Summary Notice”), substantially in the forms of Exhibits B-1 and B-2 attached to the Notice Order, respectively, which shall include the general terms of the Settlement set forth in the Stipulation, including the general terms of the fees and expenses to be paid and the date of the Settlement Hearing as defined below. All costs in identifying and notifying Activision’s stockholders of the Settlement, including the filing of the

Notice and the publication of the Summary Notice, will be paid by Activision. If additional notice is required by the Court, the cost and administration of such additional notice will be borne by Activision.

4.3 Plaintiffs will request that after the Notices are given, the Federal Court hold a hearing (the “Settlement Hearing”) to consider and determine whether an order approving the terms of the Settlement as fair and reasonable and adequate, including the payment of attorneys’ fees and expenses in the amount negotiated by the parties following negotiation of the payments to Activision and the Corporate Governance Reforms, should be entered and whether a judgment should be entered thereon releasing all claims as discussed below.

4.4 The Notice will provide that within five (5) business days from the Federal Court’s entry of the Judgment, counsel for the State Plaintiffs will file a Stipulation for Dismissal, with prejudice, of the State Derivative Action, to be signed by all parties to that action (“State Court Stipulation for Dismissal”). The State

Court Stipulation for Dismissal shall expressly provide that the Plaintiffs in the State Derivative Action have joined in the Stipulation and agreed to be bound by the Judgment, and based thereon are dismissing the State Derivative Action with prejudice.

## **5. Releases and Bar**

5.1 Upon the Effective Date, as defined in ¶1.4, Activision, Bryan Cave, Plaintiffs (acting on their own behalf and derivatively on behalf of Activision), and each of Activision's stockholders (solely in their capacity as Activision stockholders) shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged the Released Claims against the Released Persons and any and all claims (including Unknown Claims) arising out of, relating to, or in connection with the defense, settlement or resolution of the Actions against the Released Persons. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

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5.2 Upon the Effective Date, as defined in ¶1.4, Activision, Bryan Cave, Plaintiffs (acting on their own behalf and derivatively on behalf of Activision), and each of Activision's stockholders (solely in their capacity as Activision stockholders) will be forever barred and enjoined from commencing, instituting or prosecuting any of the Released Claims or any action or other proceeding against any of the Released Persons based on, arising out of, related to, or in connection with the Released Claims or the Settlement or resolution of the Actions. Claims to enforce the terms of this Stipulation are not released.

5.3 Upon the Effective Date, as defined in ¶1.4, each of the Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged each and all of the Plaintiffs, Plaintiffs' Counsel, Activision, and all of the Activision stockholders (solely in their capacity as Activision stockholders) from all claims (including Unknown Claims), arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims. Notwithstanding the definition of Released Claims, the Individual Settling Defendants and Activision reserve their indemnification and advancement rights and defenses under Activision's by-laws, Activision's articles of incorporation, their agreements, Delaware law, and any other applicable authority. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

5.4 Upon the Effective Date, as defined in ¶1.4, each of the Released Persons will be forever barred and enjoined from commencing, instituting or prosecuting any or all claims (including Unknown Claims) against each and all of the Plaintiffs, Plaintiffs' Counsel, Activision, and all of the Activision stockholders (solely in their capacity as Activision stockholders) arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims. Notwithstanding the definition of Released Claims, the Individual Settling Defendants and Activision reserve their indemnification and advancement

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rights and defenses under Activision's by-laws, Activision's articles of incorporation, their agreements, Delaware law, and any other applicable authority. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

## **6. Plaintiffs' Counsel's Attorneys' Fees and Expenses**

6.1 After negotiating the payments to Activision and the Corporate Governance Reforms, Plaintiffs and Settling Defendants negotiated the attorneys' fees that Activision would pay to Plaintiffs' Counsel. Activision has agreed to advance, subject to its reservation of all rights against each and every of its D&O insurance carriers, reinsurers, or co-insurers (the "Insurance Carriers"), \$10,000,000 to Plaintiffs' Counsel for their fees and expenses, subject to Court approval.

6.2 Within five (5) business days of issuance of an Order by the Federal Court finally approving the Settlement, Activision will make payment of the attorneys fees and expenses finally approved by the Federal Court (the "Fee and Expense Award") separately to Coughlin Stoia Geller Rudman & Robbins LLP, as receiving agents for Plaintiffs' Counsel in the Federal Derivative Action, and to Bernstein Litowitz Berger & Grossmann, LLP, as receiving agents for Plaintiffs' Counsel in the State Derivative Action. These amounts shall be held by Coughlin Stoia Geller Rudman & Robbins LLP and Bernstein Litowitz Berger & Grossmann, LLP in respective client trust accounts as *custodia legis*, subject to further Order of the Federal Court, and subject to Plaintiffs' Counsel's separate obligation to make appropriate refunds or repayments of the principal amount and any accrued interest if and when, as a result of any further Order of the Federal Court, appeal, further proceedings on remand, or successful collateral attack the Settlement does not become Final. Coughlin Stoia Geller Rudman & Robbins LLP shall be responsible for the allocation of such fees and expenses to Plaintiffs' Counsel in the Federal Derivative Action, based upon each counsel's contribution to the initiation, prosecution and/or resolution of the Actions. Bernstein Litowitz Berger & Grossmann, LLP shall be

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responsible for the allocation of such fees and expenses to Plaintiffs' Counsel in the State Derivative Action, based upon each counsel's contribution to the initiation, prosecution and/or resolution of the Actions.

6.3 Apart from and in addition to any reimbursement of defense costs by the Insurance Carriers to Activision, and without the requirement of instituting litigation against the Insurance Carriers, Plaintiffs' Counsel shall be entitled to fifteen percent (15%) of any payments made by the Insurance Carriers to Activision, up to an amount not to exceed \$750,000. To the extent that as of the Effective Date of the Stipulation, the insurance carriers and Activision have not agreed to a payment by the Insurance Carriers, then Plaintiffs' Counsel shall be entitled to pursue an action on Activision's behalf against the Insurance Carriers, subject to the approval of Activision's Board. In such event, Activision will not move to dismiss that litigation. If Plaintiffs' Counsel obtain a monetary recovery on Activision's behalf pursuant to such action, Plaintiffs' Counsel shall be entitled to retain thirty (30%) of such recovery from the Insurance Carriers for all amounts apart from and in addition to the reimbursement of defense costs.

6.4 The Fee and Expense Award shall constitute full and complete compensation for all of Plaintiffs' Counsel's services in the Actions.

6.5 Upon payment of the Fee and Expense Award, the Settling Defendants and Bryan Cave shall be discharged from any further liability for payment of Plaintiffs' attorney fees, costs, or expenses in the Actions. Except as expressly provided herein, Plaintiffs and Plaintiffs' Counsel shall bear their own fees, costs and expenses, and no Released Person shall assert any claim for expenses, costs or fees against any Plaintiff or Plaintiffs' Counsel.

6.6 Any disputes between or among counsel for the Federal Plaintiffs in the Federal Derivative Action (excluding counsel for the State Plaintiffs) as to the division or allocation of the Fee and Expense Award, or any part or portion thereof, as between such counsel, shall be resolved by the Federal Court on noticed motion. Activision,

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the Individual Settling Defendants, Bryan Cave, and each of their Related Persons shall have no responsibility for, and no liability whatsoever with respect to, the allocation of the Fee and Expense Award or any amounts to which Plaintiffs' Counsel may become entitled pursuant to ¶ 6.3 above with respect to any person, entity or law firm who may assert some claim thereto.

6.7 Any order or proceeding (or any portion thereof) relating solely to an award of attorneys' fees and expenses, or any appeal from any order (or any portion thereof) relating thereto or reversal or modification thereof, shall have no effect on the Settlement and shall not operate to terminate or cancel this Stipulation or to affect or delay the finality of the Order and Final Judgment approving this Stipulation. Similarly, any dispute or disagreement among Plaintiffs' Counsel arising from or relating to the allocation of attorneys' fees, costs, and expenses among themselves shall not affect the Settlement or its enforceability. The Court may, if necessary to effectuate the parties' intent to consummate the Settlement, consider the issue of attorneys' fees, costs, and expenses separately from the Court's consideration of whether the Settlement is otherwise fair, reasonable, and adequate.

## **7. Conditions of Settlement, Effect of Disapproval, Cancellation or Termination**

7.1 The Effective Date of the Stipulation shall be conditioned on the occurrence of all of the following events:

- (a) the approval of the terms of the Settlement by the Activision Board;
- (b) the Court has entered the Judgment;
- (c) Activision has paid the Fee and Expense Award;
- (d) the Judgment has become Final, provided, however, that any proceeding or order or portion thereof, or any appeal or petition for a writ, pertaining solely to the Fee and Expense Award, shall not delay or prevent the Effective Date from occurring;

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(e) the State Derivative Action has been dismissed with prejudice; and

(f) Chardavoyne and Goldberg have made to Activision the reimbursements described in

¶ 3.2(a) above, which are to be paid within five (5) business days of the dismissal with prejudice of the State Derivative Action.

7.2 If any of the conditions specified in ¶7.1 are not met, then the Stipulation shall be canceled and terminated subject to ¶7.3, and the Settling Parties shall be restored to their respective positions in the Actions as of the last date on which a Settling Party has executed this Stipulation, unless Plaintiffs' Counsel and Activision mutually agree in writing to proceed with the Stipulation.

7.3 If for any reason the Effective Date of the Stipulation does not occur, or if the Stipulation is in any way canceled or terminated or if any rulings in the Actions related to the Stipulation are successfully attacked collaterally, the payments to Plaintiffs' Counsel pursuant to section 6 shall be returned to Activision within seven (7) calendar days of said event. The return obligation set forth in this paragraph is the obligation of those plaintiffs' counsel who have received a payment in the Actions. Each such plaintiffs' counsel's law firm, as a condition of receiving such payment, agrees that the law firm and its partners and/or shareholders are subject to the jurisdiction of the Federal Court for the purposes of enforcing this subparagraph. In the event that the Stipulation or Settlement is not approved by the Court or the Settlement is terminated for any reason, the Settling Parties shall be restored to their respective positions as of the date of the execution of this Stipulation, and all negotiations, proceedings, documents prepared and statements made in connection herewith shall be without prejudice to the Settling Parties, shall not be deemed or construed to be an admission by any Settling Party of any act, matter, or proposition and shall not be used in any manner for any purpose in any subsequent proceeding in the Actions or in any other action or proceeding. In such event, the terms and provisions of the Stipulation, with the exception of ¶¶ IV.1.1-1.24, 7.1-7.3, 8.5-8.14, and 8.16-8.18 herein, shall have no further force and effect with respect to the Settling

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Parties and shall not be used in the Actions or in any other proceeding for any purpose, and any judgment or orders entered by the Court in accordance with the terms of the Stipulation shall be treated as vacated, *nunc pro tunc*. No order of the Court or modification or reversal on appeal of any order of the Court concerning the amount of any attorneys' fees, costs, expenses and interest awarded by the Court to Plaintiffs' Counsel shall constitute grounds for cancellation or termination of the Stipulation.

## **8. Miscellaneous Provisions**

8.1 The Settling Parties (a) acknowledge that it is their intent to consummate this Stipulation; and (b) agree to cooperate to the extent reasonably necessary to effectuate and implement all terms and conditions of the Stipulation and to exercise their best efforts to accomplish the foregoing terms and conditions of the Stipulation.

8.2 Pending final determination of whether the Settlement should be approved, all proceedings and all further activity between the Settling Parties regarding or directed towards the Actions, save for those activities

and proceedings relating to this Stipulation and the Settlement, shall be stayed.

8.3 Pending the Effective Date of this Stipulation or the termination of the Stipulation according to its terms, Plaintiffs are barred and enjoined from commencing, prosecuting, instigating, or in any way participating in the commencement or prosecution of any action asserting any Released Claims, either directly, representatively, derivatively, or in any other capacity, against any Released Person. Plaintiffs also agree not to oppose any motions to dismiss any other proceedings to the extent that any Released Claims are asserted or continue to be asserted in any court prior to or after entry of a judgment based on this Stipulation.

8.4 The parties intend this Settlement to be a final and complete resolution of all disputes between them with respect to the Actions. The Settlement compromises claims which are contested and shall not be deemed an admission by any Settling Party as to the merits of any claim, allegation or defense. While Settling Defendants

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deny that the claims advanced in the Actions are meritorious, these Defendants agree that in any statement made to any media representative (whether or not for attribution) they will not deny that the Actions were filed in good faith and in accordance with the applicable federal rules, including, without limitation, Federal Rule of Civil Procedure 11 and all other similar laws, including California Code of Civil Procedure §128.7. The Settling Parties further agree that the claims are being settled voluntarily after consultation with competent legal counsel.

The Settling Parties will jointly request that the Judgment contain a finding that during the course of the litigation, the parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil Procedure 11 and all other similar laws, including California Code of Civil Procedure §128.7.

8.5 Neither the Stipulation (including any exhibits attached hereto) nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the settlement: (a) is or may be deemed to be or may be offered, attempted to be offered or used in any way by the Settling Parties as a presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of the Settling Parties or of the validity of any Released Claims; or (b) is intended by the Settling Parties to be offered or received as evidence or used by any other person in any other actions or proceedings, whether civil, criminal or administrative. The Released Persons may file the Stipulation and/or the Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

8.6 The exhibits to this Stipulation are material and integral parts hereof and are fully incorporated herein by this reference.

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8.7 The Stipulation may be amended or modified only by a written instrument signed by or on behalf of all Settling Parties or their respective successors-in-interest.

8.8 This Stipulation and the exhibits attached hereto constitute the entire agreement among the Settling Parties and no representations, warranties or inducements have been made to any Settling Party concerning the Stipulation or any of its exhibits other than the representations, warranties and covenants contained and memorialized in such documents. Except as otherwise provided herein, each Settling Party shall bear its own costs.

8.9 Federal Co-Lead Counsel and State Co-Lead Counsel are expressly authorized by the Plaintiffs to take all appropriate action required or permitted to be taken pursuant to the Stipulation to effectuate its terms and also are expressly authorized by the Plaintiffs to enter into any modifications or amendments to the Stipulation which they deem appropriate on behalf of the Plaintiffs.

8.10 Each counsel or other Person executing the Stipulation or its exhibits on behalf of any Settling Party hereby warrants that such Person has the full authority to do so.

8.11 The Stipulation may be executed in one or more counterparts. All executed counterparts and each of them shall be deemed to be one and the same instrument. A complete set of counterparts, either originally executed or copies thereof, shall be filed with the Court.

8.12 The Stipulation shall be binding upon, and inure to the benefit of, the successors and assigns of the Settling Parties and the Released Persons.

8.13 The Federal Court shall retain jurisdiction with respect to implementation and enforcement of the terms of the Stipulation, and the Settling Parties submit to the jurisdiction of the Federal Court for purposes of implementing and enforcing the settlement embodied in the Stipulation.

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8.14 This Stipulation and the exhibits attached hereto shall be considered to have been negotiated, executed and delivered, and to be wholly performed, in the State of California, and the rights and obligations of the parties to the Stipulation shall be construed and enforced in accordance with, and governed by, the internal, substantive laws of the State of California without giving effect to that State's choice of law principles.

8.15 No Settling Party (or their counsel) shall issue a press release or other public statement regarding this Stipulation, the Settlement, or the Actions without Activision's consent. Any such press release or public statement issued in violation of the foregoing provision shall be grounds for the termination of the Settlement by Activision. Notwithstanding the foregoing, Activision shall have the right to issue such press releases and other public statements as it may determine may be necessary or advisable, in its sole discretion, to comply with its disclosure obligations under applicable law, regulations, and Nasdaq rules.

8.16 Plaintiffs hereby represent and warrant that they have not assigned any rights, claims or causes of action that were asserted or could have been asserted in connection with, under or arising out of the Released Claims.

8.17 All agreements made and orders entered during the course of the Actions relating to the confidentiality of information shall survive this Stipulation.

8.18 Without further order of the Court, the Settling Parties may agree to reasonable extensions of time to carry out any of the provisions of this Stipulation.

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IN WITNESS WHEREOF, the Settling Parties have caused the Stipulation to be executed by their duly authorized attorneys and dated May 8, 2008.

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## EXHIBIT A

*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
*In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343  
Exhibit A to Stipulation of Settlement

### CORPORATE GOVERNANCE TERM SHEET

*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx); *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343

Within 30 days of the dismissal with prejudice of the above-referenced litigation, the Board of Directors of Activision, Inc. (“Activision”) shall adopt resolutions and amend committee charters to ensure adherence to the following Corporate Governance Policies. These changes are to be implemented within twelve months following the above-referenced resolutions and amendments and would be operative for a three year period in each case unless otherwise described below.

#### I. BOARD COMPOSITION AND PRACTICES

##### A. Board Structure and Practices

1. The independent directors shall study and evaluate a potential proposal to the Board of Directors whereby, during any period where the Chair of the Board is an executive officer employee of the Company, the Company’s independent directors shall appoint a Lead Director from among the independent directors. This evaluation shall be conducted with the assistance of outside counsel or a corporate governance expert, under the direction of the independent directors. In the event that such a proposal

is submitted to the Board of Directors, and approved by the same, such proposal will be submitted to shareholder vote within twelve (12) months of (a) final approval by the Court of the Settlement of this Action and (b) dismissal with prejudice of this Action, *In re Activision, Inc. Shareholder Derivative Litigation*, Case No. CV-06-04771 (C.D. Cal.) and the State Action, captioned *In re Activision Shareholder Derivative Litigation*, Case No. SC090343 (L.A.S.C.) hereinafter, the “Actions”. The proposal will include the following elements:

(a) For all periods where the Chair of the Board is also an executive officer employee of the Company, the Lead Director will be selected annually by a majority, secret ballot vote of the independent directors who shall cast ballots, after consultation with the Chairman of the Board of Directors.

(b) The Lead Director shall:

1) determine, in consultation with management and the Board, the appropriate schedule of Board meetings, *provided, however*, that nothing shall prevent the callings of meetings of the Board by the chairman, or otherwise consistent with the by-laws;

2) prepare, in consultation with management and the Board, agendas for Board and Committee meetings, *provided, however*, that nothing shall preclude the chairman from placing on the agendas other matters properly before the Board;

*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
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3) recommend the membership of Board Committees, as well as the selection of Committee Chairs, subject to the by-laws of the Company;

4) direct, subject to consultation with and approval of the independent directors, the retention of consultants who report directly to the independent directors of the Board;

5) have the authority to retain such consultants as the Lead Director deems necessary to perform his or her responsibilities;

6) oversee the process, in consultation with the Board and management, to ensure that the corporate governance policies set forth herein are implemented;

7) coordinate, develop the agenda for, and moderate executive sessions of the Board’s independent directors, and act as principal liaison between the independent directors and the Chairman of the Board and Chief Executive Officer on sensitive issues;

8) provide evaluations, for purposes of consideration by the Compensation Committee and the full Board, of the performance of the CEO.

2. The Board shall establish a formal policy requiring the Independent Directors to meet in executive session at least four times per year, and require that the Board report to shareholders the number of such meetings held each year.

## **B. Director Independence**

1. At least two-thirds of the members of the Board shall be “Independent Directors,” as defined below. To be deemed “Independent” in any calendar year, a director would have to satisfy the following qualifications:

(a) has not been employed by the Company or its subsidiaries within the last three calendar years.

(b) has not accepted, and does not have a Family Member who has accepted, any Compensation from the Company in excess of \$50,000 during any period of twelve consecutive months within the three years preceding the determination of independence, as a result of service as, or compensation paid to an entity affiliated with the individual who serves as (i) an advisor, consultant, or legal counsel to the Company or to a member of the Company’s senior management; or (ii) a significant supplier of the Company; for purposes of this provision, a “significant supplier” is defined as a supplier which has provided the lesser of one (1) million dollars or five (5) percent of that supplier’s annual gross revenues in services or goods to the Company during the last twelve (12) months; provided, however, that Compensation under this subsection shall not include (x) compensation for board or board committee service; (y) compensation paid to a Family Member who is an employee (other than a senior officer of the Company) of the Company; or (z) benefits under a tax-qualified retirement plan, or non-

discretionary compensation. For purposes of this subsection, “Family Member” shall be defined as the spouse, parent, or child of the Independent Director.

(c) is not affiliated with a not-for-profit entity that receives significant contributions from the Company; for purposes of this subsection, “significant contributions” shall be defined as an amount, whether in cash or in kind, that is the lesser of one (1) million dollars or five (5) percent of that entity’s annual contributions received during any period of twelve consecutive months within the three years preceding the determination of independence.

(d) during any period of twelve consecutive months within the three years preceding the determination of independence, has not had any business relationship with the Company for which the Company has been required to make disclosure under Regulation S-K of the SEC, other than for service as a director or for which relationship no more than de minimis remuneration was received in any one such year; provided, however, that the need to disclose any relationship that existed prior to a director joining the Board shall not in and of itself render the director non-independent. A director is deemed to have received remuneration (other than remuneration as a director, including remuneration provided to a non-executive Chairman of the Board, Committee Chairman, or Lead Director), directly or indirectly, if remuneration, other than de minimis remuneration, was paid by the Company or its subsidiaries, to any entity in which the director has a beneficial ownership interest of 10% percent or more, or to an entity by which the director is employed or self-employed other than as a director. Remuneration is deemed de minimis remuneration if such remuneration is \$50,000 or less in any calendar year, or if such remuneration is paid to an entity, it (i) did not for the calendar year exceed the lesser of one (1) million dollars, or five (5) percent of the gross revenues of the entity; and (ii) did not directly result in a material increase in the compensation received by the director from that entity. And

(e) is not employed as an executive officer by a public company at which an executive officer of the Company serves as a member of the Board of Directors.

2. The undertakings described in section I.B.1 regarding the requirement that the Board be comprised of at least two-thirds independent directors shall be void, and of no further force or effect on the Company or its Board, should any of the following events occur: (i) the sale or acquisition of all or substantially all of the assets of the Company; (ii) a merger or other business combination in which the Company is not the surviving entity; (iii) a “going private” or other transaction, whether by sale or issuance of securities through a tender offer, self-tender, or any other permissible transaction, the effect of which results in the Company no longer being listed as a publicly-traded company on any National Exchange, such as NASDAQ; (iv) a transaction, whether by sale or issuance of securities, merger or other business combination or through a tender offer, self-tender, or any other permissible transaction, the effect of which results in the a change of control of the Company, or the Company becoming a “controlled company” as that terms is defined under applicable SEC or the rules of any National Exchange, such as NASDAQ; or (v) the delisting of the Company from any National Exchange, such as NASDAQ. Nothing in this section shall alter or eliminate the requirements set forth above in section I.B.1 above with respect to the criteria for independence of any directors required under law or the Nasdaq listing rules to be “independent”.

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## **II. DIRECTOR STOCK OWNERSHIP/COMPENSATION**

A. Each Director shall, within eighteen (18) months of becoming a member of the Board, or (as to current Board members) within six (6) months of dismissal with prejudice of the Actions, acquire no less than 3500 shares of Activision common stock. The stock may be provided as director compensation, or be purchased through open market purchases. This requirement shall be subject to any exclusions under which any director may otherwise be bound (e.g., whether by its employer, or affiliate). Directors shall retain the Activision shares received as a part of their annual directors’ fees for a period of eighteen (18) months after the date of grant or receipt. Such shares shall not be sold, pledged or otherwise alienated by the directors.

B. The Board of Directors shall take all necessary steps to approve an increase in the annual compensation to the independent directors of the Board of Directors, such that each such independent director shall receive no less than \$50,000 per year as an annual retainer (whether in cash, stock, restricted stock, other marketable securities in the Company, or options to purchase such marketable securities).

C. All options granted to non-employee directors shall be granted no later than three business days after the date of the annual shareholder meeting and carry an exercise price equal to the closing price of Activision common stock on that date, *provided, however*, that the action can be taken on the date of the meeting but deemed effective up to three (3) business days later.

D. Aside from meeting-related expenses such as airfare, hotel accommodations and modest travel/accident insurance, directors shall receive no other perquisites. Health, life, dental, and disability insurance, matching grants to charities, financial planning, automobile allowances and other similar perquisites shall not be provided as benefits to directors.

E. Non-employee directors shall not be eligible to receive from the Company any change-in-control payments or severance arrangements of any kind. The acceleration of stock options and restricted grants shall not be deemed a prohibited payment or severance arrangement under this paragraph.

### III. DIRECTOR EDUCATION

A. The Activision Board shall adopt a resolution requiring that all directors of Activision attend at least eight hours of director training. Such training shall be provided by the Company, by hiring appropriate trainers or reimbursing directors for attendance at a recognized training program, such as the Stanford Law School's Directors College, the Duke University's Directors' Education Institute, Vanderbilt University Directors College, or similar organization or institution.

### IV. SHAREHOLDER PROPOSALS

A. All shareholder proposals shall be evaluated by a committee of the Board which shall include at least three Independent Directors, and shall be chaired by an Independent Director.

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
*In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343  
Exhibit A to Stipulation of Settlement

(a) The committee shall determine, with the assistance of outside advisors, if necessary, whether the shareholder proposal is in the best interest of Activision.

(b) The committee shall make a recommendation to the Board either in favor or against the shareholder proposal and provide, in writing, the reasons for its recommendation.

(c) In the annual proxy statement, the Board shall report the recommendation of the committee, recommend for or against the shareholder proposal and explain the reason for such recommendation and (if applicable) explain why the Board did not adopt the recommendation of the committee.

### V. SHAREHOLDER NOMINATED DIRECTORS

#### A. Nomination Procedures

1. As soon as reasonably practicable after dismissal with prejudice of the Actions, the Board shall establish a procedure, to be conducted by the Chairman of the Nominating and Corporate Governance Committee of the Board, in consultation with a corporate governance consultant (the "Consultant"), to identify potential Shareholder Director Nominee candidates to serve as two of the independent directors of the Board of Directors. The Consultant shall be mutually acceptable to plaintiff's lead counsel and to the Chairman of the Nominating and Corporate Governance Committee of the Board. The annual fee of the Consultant shall not exceed \$35,000. The Chairman of the Nominating and Corporate Governance Committee and the Consultant shall work cooperatively and in good faith to identify potential Shareholder Director Nominee candidates to serve on the Board. In undertaking this process, the Consultant shall, jointly with the Chairman of the Nominating and Corporate Governance Committee (or his or her designee), solicit from individuals or entities which hold of record more than one (1) percent of the common stock of Activision (and which have held of record a minimum of one (1) percent of the common stock of Activision for at least the previous nine months) for the purpose of requesting that such shareholder provide up to two names of potential Shareholder Director Nominee candidates.

2. The Nominating and Corporate Governance Committee shall establish an objective set of criteria to be utilized in conducting the canvassing efforts set forth below.

3. Initial Selection Process. The Nominating and Corporate Governance Committee shall review each of the potential Shareholder Director Nominee candidates submitted to it pursuant to the procedures described above, to the extent that those candidates satisfy the criteria set forth under subsection (2) (including background information and interviews of prospective candidates, as appropriate). The Nominating and Corporate Governance Committee shall consider such candidates and, in the exercise of its business judgment, shall recommend to the full Board a candidate from among all candidates it has considered. The Activision Board of Directors shall retain full authority, subject to its business judgment and its fiduciary duties, to nominate any candidate to stand for election to the Board.

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
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Exhibit A to Stipulation of Settlement

## VI. SHAREHOLDER MEETINGS

1. Shareholders shall be allocated time on the agenda of the annual shareholder meeting to ask questions of, and have a dialogue with, the Company's Chairman and Chief Executive Officer (both of them) and each member of the Board. There shall be no requirement that questions be submitted in advance.
2. The Chairman of each Board committee shall be prepared and permitted to answer questions from shareholders relevant to such committee's responsibilities and functions.
3. Polls should remain open at the annual meeting until all agenda items have been discussed and shareholders have had a reasonable opportunity to ask and receive answers to questions concerning them.
4. Unless otherwise determined by a majority of the members of the Board of Directors present, the Company shall not adjourn a meeting for the purpose of soliciting more votes to enable management to prevail on a voting item. Extending a meeting shall only be done for compelling reasons such as vote fraud, problems with the voting process or lack of a quorum.

## VII. COMPENSATION PRACTICES

### A. Policies and Procedures

The Board shall establish a comprehensive and responsible set of assumptions, policies and procedures for determining executive compensation by using an appropriate peer comparator (*i.e.*, comparing executive compensation to similarly-sized businesses in the video game industry or with similar profitability and like complexity). The companies selected as a peer comparison group shall be disclosed and the rationale for their selection explained in the annual proxy statement.

1. Transparent, objective measures shall be established for all compensation (cash and non-cash), including bonuses, stock options, restricted share awards, perquisites (such as company vehicles, housing allowances, personal travel allowances, etc.).
2. The repricing of stock options shall be prohibited without shareholder approval.
3. Any future executive hiring, severance or change-in-control agreements and retirement agreements shall provide that unvested equity awards lapse on termination for cause rather than immediately vest.
4. Any existing cash and equity incentive plans shall be amended or construed such that the vesting and award of all cash and equity incentives granted after the date of such amendment are based on clearly identified performance metrics and targets. Any future cash and existing incentive plans shall be construed such that the vesting and award of all cash and equity incentives are based on clearly identified performances metrics and targets.

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
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Exhibit A to Stipulation of Settlement

5. In the event the Company files an Earnings Restatement because of misconduct by a Section 16 officer ("the Affected Officer") resulting in Material Noncompliance with financial reporting requirements under the securities laws ("Material Noncompliance" is defined as fraud or intentional failure to comply with any material reporting requirements for the presentation of the financial results of the Company in a public filing with the Securities and Exchange Commission), which the Audit Committee in its sole discretion determines to be significant, the Audit Committee shall recommend to the board that Activision recover a portion of performance-based compensation, including bonuses and long term incentive awards, made to the Affected Officer(s) during the restatement period. The amount recommended to be recovered from an Affected Officer under this policy shall be up to the amount by which the performance-based compensation exceeded the amount that would have been payable to such Affected Officer had the financial statements been initially filed as restated. This amount shall be reduced by any amounts otherwise sought to be recovered from such Affected Officer in connection with such Material Noncompliance pursuant to any other policy, statute or rule, including without limitation any recoveries sought under Section 304 of the Sarbanes Oxley Act of 2002.

The Audit Committee may recommend recovery of different amounts from different Affected Officers on such basis it shall deem appropriate. Such recommendation shall include a recommendation as to whether Activision should effect any such recovery (i) by seeking repayment from the participant; (ii) by reducing (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) the amount that would otherwise be payable to the Affected Officer under any compensatory plan, program or arrangement maintained by the Company (iii) by withholding (subject to applicable law and the terms and conditions of the applicable plan, program or arrangement) payment of future increases in compensation (including the payment of any discretionary bonus amount) or grants of compensatory awards that would otherwise have been made in accordance with the Company's otherwise applicable compensation practices, or (iv) by any combination of the foregoing or otherwise.

## **B. Insider Trading Controls**

1. The Board of Directors shall appoint a committee consisting of at least two members, selected from among the Company's President, CFO, General Counsel/Principal Legal Officer and Principal Compliance Officer, which committee shall be responsible for ensuring compliance with the Company's stock trading and market communications policy. That Committee will be designated the "Trading Compliance Committee," and will be responsible for developing (with Board involvement), presenting to the Board for approval, and monitoring and updating (with Board involvement and approval) a comprehensive program (the "Trading Compliance Program") designed to ensure compliance with the Company's trading policies. The Board will be responsible for direct oversight of the Trading Compliance Program and the Trading Compliance Committee, and the outside director (non-management) members of the Board will have direct access to the Trading Compliance Committee, including the opportunity to meet with the Trading Compliance Committee outside the presence of any other member of management. At least once yearly, the outside director members of the Board will receive a

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
*In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343  
Exhibit A to Stipulation of Settlement

report from the Trading Compliance Committee outside the presence of any other members of management. In addition to the above:

(a) The Trading Compliance Committee shall be responsible for pre-clearing in writing all transactions by the Company's directors or those employees subject to §16 (hereinafter "Restricted Persons") of the Securities Exchange Act.

(b) During any period while the Company is actively acquiring shares through a Company-funded open market stock buy-back program, no Restricted Person shall be permitted to sell stock.

2. The Board (by and through the Trading Compliance Committee if the Board deems appropriate) shall implement a strict policy regarding stock sales by Restricted Persons to eliminate the possibility of future management abuse. This policy shall go beyond the requirement that all stock sales that are subject to "10b5-1" trading plans comply with the requirements of Rule 10b5-1. Failure to comply with the Company's trading policy shall result in appropriate sanctions, including, as appropriate, disgorgement by the individual to the Company of all profits from the transaction or termination.

3. No Restricted Person shall directly or indirectly "short" Activision stock or engage in "put" or call transactions involving the Company's stock.

## **VIII. STOCK OPTION PLANS AND GRANTS**

1. Any stock option or other similar plan shall provide an objective, measurable and fair mechanism for pricing stock options.

2. All plans and/or granting resolutions shall clearly define the exercise price, the grant date and the fair market value of stock (e.g., the closing price on a specified date, or the average closing price over a specified period). In no event shall the exercise price or value of an award be determined by reference to the fair market value of Activision stock on a day other than the grant date of the award. The fair market value of Activision stock on a grant date shall be the closing price for a share of Activision common stock on such day as reported on the NASDAQ.

3. The Company shall require all reasonable efforts to publicly disclose all stock option grants to directors or officers of Activision within two business days after the effective date of such grants.

4. The following clauses shall be inserted/included in any current and/or subsequent equity incentive plan, whether subject to stockholder approval or not:

(a) "The exercise price for each option grant shall be at least one hundred percent (100%) of the closing market price on the date of grant."

(b) "The date of grant of an option shall, for all purposes, be the date on which the Board or Compensation Committee or other appropriate committee makes the determination granting such option or such later (but not earlier) date as may be specified by the

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
*In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343  
Exhibit A to Stipulation of Settlement

Board, Compensation Committee or other appropriate committee in its granting resolution as the date on which such grant becomes effective. Notice of the determination shall be given to each employee or consultant to whom an option is so granted no more than one week after the date of such grant. Determination shall be defined as including at a minimum, the number of options granted to each employee and/or consultant and the terms of such options.”

5. Plans shall comply with legal, professional and ethical requirements for proper disclosure and proper accounting and shall provide appropriate documentation for proper disclosure and accounting.

6. Plans shall identify who is responsible for ensuring compliance with applicable laws and regulations by option grantees (e.g., timely and accurate filing of SEC Forms 3, 4 and 5 as applicable), and shall provide effective monitoring mechanisms to ensure that such laws, and the plans, are followed.

7. The process for granting executive non-cash compensation shall have the same transparency and be consistent with the process and methodology for determining executive cash compensation.

8. All stock option grants shall be made at a meeting of the Activision Board of Directors or at a meeting or meetings of the appropriate committee of the Board; grants shall not be made via unanimous written consent. Corporate Counsel shall attend any and all meetings where options are granted and shall promptly prepare minutes of the meeting that specifically reflect the award of stock options.

9. All stock option grants made to directors or any employee subject to Section 16 of the Securities Exchange Act or Covered Employees within the meaning of Section 162(m) of the tax code shall either be approved or ratified by the full Board.

10. Executive officers shall be prohibited from determining the grant date of any stock option award, except insofar as this provision could be interpreted to conflict with Part II above regarding the scheduling of the annual shareholder meeting and the grant of options to non-employee directors.

## **IX. OTHER PROVISIONS**

In the event the Company determines, in the exercise of its fiduciary duties, that maintaining any of the foregoing undertakings is having or could have a negative impact on the Company, it shall be empowered to modify or supplement such reform, provided, however, that any modification shall be approved by a majority of the members of the Board of Directors who are not employees of the Company, after receiving advice of counsel, and the Board shall also propose, within 30 days following the Board’s determination, a good faith alternative to the reform that has been modified, should the circumstances dictate that such maintenance is inappropriate. In the event that the Board of Directors shall make such a determination, it shall consult with, and receive input from, a mutually acceptable neutral, such as the Honorable Edward Infante. Any inadvertent or unavoidable noncompliance with any of the foregoing undertakings shall not render any Board or other corporate action to be invalid if the action

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*In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV-06-4771 MRP (JTLx);  
*In re Activision Shareholder Derivative Litigation*, L.A.S.C. Case No. SC090343  
Exhibit A to Stipulation of Settlement

otherwise complies with the Delaware General Corporate Law and the charter documents of the Company.

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## **EXHIBIT B**

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– and –

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Co-Lead Counsel for Plaintiffs in the Federal Derivative Action

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

In re ACTIVISION, INC.  
SHAREHOLDER DERIVATIVE  
LITIGATION

This Document Relates To:

ALL ACTIONS.

No. CV-06-04771-MRP(JTLx)  
[PROPOSED] ORDER  
PRELIMINARILY APPROVING  
DERIVATIVE SETTLEMENT AND  
PROVIDING FOR NOTICE  
EXHIBIT B

WHEREAS, the parties having made application, pursuant to Federal Rule of Civil Procedure 23.1, for an order (i) preliminarily approving the proposed settlement (the “Settlement”) of the above-captioned shareholder derivative action (the “Federal Derivative Action”), and the related derivative action pending in Los Angeles Superior Court entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (the “State Derivative Action”) (collectively, the “Actions”), in accordance with a Stipulation of Settlement dated May 8, 2008 (the “Stipulation”), which, together with the exhibits annexed thereto, sets forth the terms and conditions for a proposed Settlement and dismissal of the Actions with prejudice, upon the terms and conditions set forth therein; and (ii) approving for distribution of the Notice of Proposed Settlement and the Summary Notice (together, the “Notices”);

WHEREAS, the Settlement appears to be the product of serious, informed, non-collusive negotiations and falls within the range of possible approval;

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in addition to those capitalized terms defined herein); and

WHEREAS, this Court, having considered the Stipulation and the Exhibits annexed thereto and having heard the arguments of the Settling Parties at the preliminary approval hearing:

NOW THEREFORE, IT IS HEREBY ORDERED:

1. This Court does hereby preliminarily approve, subject to further consideration at the Settlement Hearing described below, the Stipulation and the Settlement set forth therein, including the terms and conditions for settlement and dismissal with prejudice of the Actions.

2. A hearing (the "Settlement Hearing") shall be held before this Court on \_\_\_\_\_ at \_\_\_\_\_.m. at the United States District Court, Central District of California, 312 North Spring Street, Courtroom 12, Los Angeles, California 90012, to:

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- a. determine whether the terms and conditions of the Settlement provided for in the Stipulation are fair, reasonable, adequate, and in the best interests of Activision and current Activision Stockholders;
- b. consider an Order and Final Judgment dismissing the Federal Derivative Action with prejudice, with each party to bear its, his or her own costs (unless expressly stated otherwise in the Stipulation), and release and enjoin prosecution of any and all claims to be released pursuant to the Stipulation; and
- c. hear such other matters as the Court may deem necessary and appropriate.

3. The Court approves, as to form and content, the Notices annexed as Exhibit B-1 and B-2 hereto, and finds that the distribution of the Notices substantially in the manner and form set forth in this Order meets the requirements of Federal Rule of Civil Procedure 23.1 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all Persons entitled thereto of all matters relating to the Settlement.

4. Not later than ten (10) days following entry of this Order, Activision shall cause the Summary Notice substantially in the form annexed as Exhibit B-2 hereto to be published on its website, such that visitors to the website home page will readily find a hyperlink to the Summary Notice, and those who choose to access the Summary Notice will find an additional hyperlink providing access to the Notice of Proposed Settlement substantially in the form annexed as Exhibit B-1 hereto.

5. Not later than fifteen (15) days following entry of this Order, Activision shall cause a copy of the Notice of Proposed Settlement substantially in the form annexed as Exhibit B-1 hereto to be filed with the Securities and Exchange Commission.

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6. Not later than fourteen (14) days following entry of this Order, Activision shall cause a copy of the Summary Notice substantially in the form annexed as Exhibit B-2 hereto to be published once in Investor's Business Daily or a similar nationally-circulated business publication.

7. All costs incurred in the filing and publication of the Notices shall be paid by Activision and Activision shall undertake all administrative responsibility for filing and publication of the Notices.

8. At least seven (7) days prior to the Settlement Hearing, Activision's Counsel shall serve on counsel for Plaintiffs and file with the Court proof, by affidavit or declaration, of such filing and publication of the

Notices.

9. All current Activision stockholders shall be bound by all orders, determinations and judgments in the Federal Action concerning the Settlement, whether favorable or unfavorable to current Activision shareholders.

10. Pending final determination of whether the Settlement should be approved, no current Activision shareholder, either directly, representatively, or in any other capacity, shall commence or prosecute against any of the Released Persons, any action or proceeding in any court or tribunal asserting any of the Released Claims.

11. All papers in support of the Settlement and the award of attorneys' fees and expenses shall be filed with the Court and served at least seven (7) calendar days prior to the Settlement Hearing.

12. Any current Activision stockholder may appear and show cause, if he, she or it has any, why the terms of the Settlement should not be approved as fair, reasonable and adequate, or why a Judgment should not be entered thereon, provided, however, unless otherwise ordered by the Court, no current Activision stockholder shall be heard or entitled to contest the approval of all or any of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon approving the same, unless that Person has, at least fourteen (14) days prior to the Settlement Hearing, filed with the Clerk of the Court and served on the following

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counsel (delivered by hand or sent by first class mail) appropriate proof of stock ownership, along with written objections, including the basis therefore, and copies of any papers and briefs in support thereof:

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The written objections and copies of any papers and briefs in support thereof to be filed in Court shall be delivered by hand or sent by first class mail to:

Clerk of the Court  
UNITED STATES DISTRICT COURT  
Central District of California, Western Division  
312 North Spring Street  
Room G-8  
Los Angeles, California 90012

Any current Activision stockholder who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation and to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless otherwise ordered by the Court, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

13. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be offered, attempted to be offered or used in any way by the Settling Parties as a presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of the Settling Parties or of the validity of any Released Claims; or (b) is intended by the Settling Parties to be offered or received as evidence or used by any other person in any other actions or proceedings,

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whether civil, criminal or administrative. Released Persons may file the Stipulation and/or a Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, full faith and credit, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

14. The Court reserves the right to adjourn the date of the Settlement Hearing or modify any other dates set forth herein without further notice to the current Activision stockholders, and retains jurisdiction to consider all further applications arising out of or connected with the Settlement. The Court may approve the Settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the current Activision stockholders.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE  
MARIANA R. PFAELZER  
UNITED STATES DISTRICT JUDGE

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**EXHIBIT B-1**

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Co-Lead Counsel for Plaintiffs in the Federal Derivative Action

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT  
 CENTRAL DISTRICT OF CALIFORNIA  
 WESTERN DIVISION

In re ACTIVISION, INC.	)	No. CV-06-04771-MRP(JTLx)
SHAREHOLDER DERIVATIVE	)	
LITIGATION	)	NOTICE OF PROPOSED
_____	)	SETTLEMENT
	)	
This Document Relates To:	)	
	)	
ALL ACTIONS.	)	
_____	)	

**TO: ALL CURRENT RECORD HOLDERS AND BENEFICIAL OWNERS OF COMMON STOCK OF ACTIVISION, INC. (“ACTIVISION” OR THE “COMPANY”) AS OF May 8, 2008, (THE “RECORD DATE”) (“CURRENT ACTIVISION STOCKHOLDERS”).**

**PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF THE ABOVE-CAPTIONED SHAREHOLDER DERIVATIVE ACTION AND A RELATED SHAREHOLDER DERIVATIVE**

**ACTION PENDING IN CALIFORNIA STATE COURT, AND CONTAINS IMPORTANT INFORMATION REGARDING YOUR RIGHTS. YOUR RIGHTS MAY BE AFFECTED BY THESE LEGAL PROCEEDINGS IN THE ACTIONS. IF THE COURT APPROVES THE SETTLEMENT, YOU WILL BE FOREVER BARRED FROM CONTESTING THE APPROVAL OF THE PROPOSED SETTLEMENT AND FROM PURSUING THE RELEASED CLAIMS (AS DEFINED HEREIN).**

**IF YOU HOLD ACTIVISION COMMON STOCK FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO SUCH BENEFICIAL OWNER.**

**THE COURT HAS MADE NO FINDINGS OR DETERMINATIONS CONCERNING THE MERITS OF THE ACTIONS. THE RECITATION OF THE BACKGROUND AND CIRCUMSTANCES OF THE SETTLEMENT CONTAINED HEREIN DOES NOT CONSTITUTE THE FINDINGS OF THE COURT. IT IS BASED ON REPRESENTATIONS MADE TO THE COURT BY COUNSEL FOR THE PARTIES.**

Notice is hereby provided to you of the proposed settlement (the "Settlement") of shareholder derivative litigation summarized in this Notice and set forth in the Settling Parties' Stipulation of Settlement (the "Stipulation"). This Notice is provided by Order of the United States District Court for the Central District of California, Western Division (the "Court"). It is not an expression of any opinion by the Court. It is to notify you of the terms of the proposed Settlement, and your rights related thereto. Except for any terms specifically defined herein, this Notice incorporates by reference the definitions in the Stipulation, and all terms used herein shall have the same meanings as set forth in the Stipulation.

## **I. WHY THE COMPANY HAS ISSUED THIS NOTICE**

Your rights may be affected by the Settlement of the above-captioned action, *In re Activision, Inc. Shareholder Derivative Litigation*, Case No. CV-06-04771-MRP (JTLx) (the "Federal Derivative Action"), and the related action pending in the

-1-

Superior Court of the State of California for the County of Los Angeles, entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (the "State Derivative Action") (collectively with the Federal Derivative Action, the "Actions"). All parties to the Actions and non-party Bryan Cave have agreed upon terms to settle the Actions and have signed the Stipulation on file with the Court setting forth those settlement terms.

On \_\_\_\_\_, at \_\_\_\_\_m., the Court will hold a hearing (the "Final Hearing") in the Federal Derivative Action. The purpose of the Final Hearing is to determine: (i) whether the terms of the Settlement are fair, reasonable and adequate and should be approved; (ii) whether a final judgment should be entered; and (iii) such other matters as may be necessary or proper under the circumstances.

## **II. SUMMARY OF THE ACTION**

On and after July 12, 2006, the following shareholder derivative actions were filed in the Superior Court of the State of California for the County of Los Angeles: *Vasquez v. Kotick, et al.*, LASC Case No. BC355327; *Greuer v. Kotick, et al.*, LASC Case No. SC090343; and *Amalgamated Bank v. Baker, et al.*, LASC Case No. BC356454. The State Court consolidated all three actions by Order dated October 31, 2006 as the consolidated action entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 and

appointed Amalgamated Bank as Trustee of the Longview 400 Index Fund for Retirement Trusts and Ryan Vasquez as Lead Plaintiffs. On May 24, 2007, the State Derivative Action was partially stayed until resolution of the motions to dismiss the complaint filed in the Federal Derivative Action.

On and after July 31, 2006, the following shareholder derivative actions were filed in the United States District Court for the Central District of California: *Pfeiffer v. Kotick, et al.*, Case No. CV-06-4771 MRP(JTLx) (“Pfeiffer”); *Hamian v. Kotick, et al.*, Case No. CV-06-5375 MRP(JLTx) (“Hamian”); *Abdelnur v. Kotick, et al.*, Case No. CV-07-3575 MRP(JTLx) (“Abdelnur”); and *Scarborough v. Kotick, et al.*, Case

-2-

No. CV-07-4602 MRP(JTLx) (“Scarborough”). The *Pfeiffer* and *Hamian* complaints were consolidated by Order dated January 25, 2007, as *In re Activision Inc. Shareholder Derivative Litigation*, Case No. CV-06-4771 MRP(JTLx), Pfeiffer and Hamian were appointed Lead Plaintiff, and Co-Lead Counsel was appointed. *Abdelnur* was consolidated into the Federal Derivative Action by order dated July 13, 2007, and *Scarborough* was consolidated into the action by Order dated September 13, 2007.

Both the Federal Derivative Action and the State Derivative Action allege claims on behalf of Activision against the Individual Settling Defendants, certain current and former Activision officers and directors, arising from or relating to the granting of stock options at Activision, including from 1996 through at least 2003.

On or about July 25, 2006, Activision’s Board of Directors (the “Board”) approved the appointment of a subcommittee of the Board’s audit committee (the “Special Subcommittee”) to conduct a review of Activision’s practices and policies relating to the granting of stock options. The Special Subcommittee’s review encompassed 4,849 grants between fiscal years 1992 and 2006, covering 204,230,604 shares, or about 86% of the 237,756,486 options granted in the period reviewed. The Special Subcommittee concluded that a substantial number of options granted during the period reviewed required measurement date corrections pursuant to the applicable accounting rules, and that Activision would be required to record additional non-cash, stock-based compensation expense arising from measurement date corrections.

Beginning in August 2007, the parties to the Federal Derivative Action commenced settlement discussions, which continued from time-to-time over the following months. Beginning in November 2007, the parties to both Actions conducted confidential mediation sessions before the Honorable Edward A. Infante (Ret.). Attending the mediation sessions were counsel for the Federal and State Plaintiffs, all Defendants in the Actions except for Barry J. Plaga, Activision, certain of Activision’s directors and officers (“D&O”) insurance carriers, and Activision’s

-3-

former outside corporate counsel, Bryan Cave LLP. In the course of confidential settlement discussions, and pursuant to the mediation supervised by Judge Infante, counsel for Activision has discussed with the Federal and State Plaintiffs’ counsel the Special Subcommittee’s investigation and the Special Subcommittee’s findings and conclusions pursuant thereto. Counsel for Activision also provided to the

Federal and State Plaintiffs' counsel for review various documents relevant to the parties' disputes, in the course of confidential settlement discussions, and pursuant to the mediation supervised by Judge Infante.

All parties to the Actions and non-party Bryan Cave have agreed to a resolution of the claims asserted therein and any and all claims which could have been asserted therein, as set forth in the Stipulation. All Parties and their counsel concur that the Settlement described herein is fair, reasonable, adequate and in the best interest of Activision and Current Activision Stockholders.

### **III. TERMS OF THE PROPOSED DERIVATIVE SETTLEMENT**

The principal terms, conditions and other matters that are part of the Settlement, which is subject to approval by the Court, are summarized below. This summary should be read in conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, which has been filed with the Court.

The terms of settlement set forth in the Stipulation include the following:

1. The Settling Defendants and Bryan Cave acknowledge that the commencement and prosecution of Actions related to and preceded (1) the agreement by certain of the Individual Settling Defendants to make certain payments and/or contributions described below, (2) the release of certain claims against Activision by Bryan Cave, and (3) corporate governance reforms adopted and/or to be implemented by Activision as described in Exhibit A to the Stipulation. The Settling Defendants and Bryan Cave acknowledge that such contributions and corporate governance reforms confer a substantial benefit to Activision.

-4-

(a) Corporate Governance Reforms. Activision and the Plaintiffs have conducted extensive, arm's-length negotiations and have reached agreement regarding various corporate governance issues, including internal controls and procedures at the Company, which include internal controls and procedures that relate to certain of the allegations raised in the Actions. Activision acknowledges that the Actions were a material factor in the adoption and/or implementation of the Corporate Governance Reforms set forth in Exhibit A to the Stipulation, and as such confer a benefit to Activision.

(b) Payments to Activision.

(i) Directors and Officers. Defendants Kotick, Kelly, Rowe, Rose, Doornick, Isgur, Morgado, and Henderson agreed in principle, following the commencement of the Actions, to reimburse Activision in connection with the receipt of stock options requiring measurement date corrections, subject to the determination of the precise amounts to be reimbursed and execution of this Stipulation. In the case of options that have already been exercised, these individuals agreed to pay the additional exercise price to Activision or agreed to the cancellation of vested but unexercised options with a value equivalent to the additional exercise price. For options that have not yet been exercised, these individuals agreed that the exercise price will be increased so as to be equal to the fair market value of Activision's stock on the redetermined measurement date. These individuals agreed to the reimbursements without contest, and waived any opportunity to negotiate or dispute the calculations of the reimbursements. Defendant Chardavoyne has agreed to make a cash

reimbursement to Activision in connection with the receipt of stock options requiring measurement date corrections. Defendant Goldberg has agreed to make a cash reimbursement to Activision in connection with the receipt of stock options requiring measurement date corrections. Defendants Chardavoyne and Goldberg shall make such reimbursements to Activision as set forth in ¶7.1 of the Stipulation. The total amount of the reimbursement from these Individual Settling Defendants is valued

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at approximately \$22,000,000, based on the cancellation of approximately 800,000 vested options, the repricing of approximately 16,000,000 unexercised options, and the cash consideration described above. Plaintiffs and the Settling Defendants acknowledge that the Actions were a material factor in the decision of certain of the Individual Settling Defendants to undertake the reimbursements, cancellations or repricing of the options granted to them, and that Activision acknowledges that such contributions confer a substantial benefit to Activision as part of the settlement of the Actions.

(ii) Bryan Cave and Henderson. Activision may possess certain claims against Henderson and Bryan Cave arising out of or relating to the representation of Activision by Bryan Cave and certain of its attorneys, including Henderson, in connection with the granting of options at Activision. Counsel for the Federal Co-Lead Plaintiffs, Activision and Bryan Cave conducted negotiations for the settlement of such claims. In exchange for the releases described herein and the dismissal of the Actions, Bryan Cave agrees to forego and to release any claims for repayment of any legal fees or costs associated with its support of the Special Subcommittee's investigation, including bills and receivables incurred to date in an amount no less than \$2,316,000. Activision and Bryan Cave acknowledge that the Actions were a material factor in Bryan Cave's decision to release any claims to these unpaid bills or receivables, and that such contribution confers a substantial benefit to Activision.

(iii) Activision's Primary Directors and Officers Insurance Carrier. Activision has incurred substantial costs in connection with the defense of the Actions and a related investigation by the Securities and Exchange Commission. On October 31, 2007, the day before the initial mediation session, Activision's primary D & O carrier, Federal Insurance Company (with which Activision holds a \$5,000,000 policy), acknowledged in writing for the first time that reimbursable defense costs under the policy were likely to exceed policy limits.

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2. The Stipulation also provides for the entry of judgment dismissing the Federal Derivative Action against Activision and the Individual Settling Defendants with prejudice and, as explained in more detail in the Stipulation, barring and releasing certain known or unknown claims that have been or could have been brought in any court by the Plaintiffs or by Activision, or any of its stockholders, against Activision and the Individual Settling Defendants and Bryan Cave relating to any of the claims or matters that were or could have been alleged or asserted in any of the pleadings or papers filed in the Federal Derivative Action or the State Derivative Action. The Stipulation further provides that the entry of judgment will bar and release any known or unknown

claims that have been or could have been brought in any court by the Settling Defendants and Bryan Cave or their Related Persons against Plaintiffs, Plaintiffs' Counsel, Activision, or Activision's stockholders (solely in their capacity as stockholders) related to any of the claims or matters that were or could have been alleged or asserted in any of the pleadings or papers filed in the Federal Derivative Action or the State Derivative Action or based upon or arising out of the institution, prosecution, assertion, settlement, or resolution of the Federal Derivative Action or the State Derivative Action.

#### **IV. PLAINTIFFS' ATTORNEYS' FEES AND EXPENSES**

Activision has agreed to advance, subject to its reservation of all rights against each and every of its D&O insurance carriers, reinsurers, or co-insurers (the "Insurance Carriers"), \$10,000,000 to Plaintiffs' Counsel for their fees and expenses, subject to Court approval.

Plaintiffs' Counsel may also become entitled to additional payments, as set forth in the Stipulation, contingent upon Activision's recovery from the Insurance Carriers of amounts apart from and in addition to any reimbursement for defense costs. Apart from and in addition to any reimbursement of defense costs by the Insurance Carriers to Activision, and without the requirement of instituting litigation against the Insurance Carriers, Plaintiffs' Counsel shall be entitled to fifteen percent

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(15%) of any payments made by the Insurance Carriers to Activision, up to an amount not to exceed \$750,000. To the extent that as of the Effective Date of the Stipulation, the Insurance Carriers and Activision have not agreed to a payment by the Insurance Carriers, then Plaintiffs' Counsel shall be entitled to pursue an action on Activision's behalf against the Insurance Carriers. Activision will not move to dismiss that litigation. If Plaintiffs' Counsel obtain a monetary recovery on Activision's behalf pursuant to such action, Plaintiffs' Counsel shall be entitled to retain thirty (30%) of such recovery from the Insurance Carriers for all amounts apart from and in addition to the reimbursement of defense costs.

The Settling Parties intend the attorneys' fees and expenses finally approved by the Court (the "Fee and Expense Award") to include fees and expenses incurred by Plaintiffs' Counsel in connection with the prosecution and settlement of the Federal Derivative Action and the State Derivative Action. To date, Plaintiffs' Counsel have not received any payments in connection with the Actions. The Fee and Expense Award will compensate Plaintiffs' Counsel for the results achieved in the Federal Derivative Action and the State Derivative Action, and the risks of undertaking the prosecution of the Federal Derivative Action and the State Derivative Action on a contingent basis.

#### **V. REASONS FOR THE SETTLEMENT**

Counsel for the Settling Parties believe that the Settlement is in the best interests of the Settling Parties, including Activision, and Current Activision Stockholders.

##### **A. Why Did Plaintiffs Agree to Settle?**

Plaintiffs' Counsel conducted an extensive investigation relating to the claims and the underlying events and transactions alleged in the Federal Derivative Action and the State Derivative Action. Plaintiffs' Counsel

have analyzed the evidence adduced during their investigation, and have researched the applicable law with respect to the claims of Plaintiffs, Current Activision Stockholders and Activision

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against the Individual Settling Defendants and Bryan Cave and the potential defenses thereto.

Based upon their investigation as set forth above, Plaintiffs and their counsel have concluded that the terms and conditions of the Stipulation are fair, reasonable and adequate to Plaintiffs, Current Activision Stockholders, and Activision, and in their best interests, and have agreed to settle the claims raised in the Federal Derivative Action and the State Derivative Action pursuant to the terms and provisions of the Stipulation after considering, among other things: (a) the substantial benefits that Current Activision Stockholders and Activision have received or will receive from the Settlement, (b) the attendant risks of continued litigation of the Federal Derivative Action and the State Derivative Action, (c) actions taken by the Company and its Board of Directors in response to alleged options dating issues at Activision, and (d) the desirability of permitting the Settlement to be consummated.

In particular, Plaintiffs and their counsel considered the significant litigation risk inherent in these shareholder derivative Actions. The law imposes significant burdens on plaintiffs for pleading and proving a shareholder derivative claim. While Plaintiffs believe their claims are meritorious, Plaintiffs acknowledge that there is a substantial risk that the Actions may not succeed in producing a recovery in light of the applicable legal standards and possible defenses. Plaintiffs and their counsel believe that, under the circumstances, they have obtained the best possible relief for Activision and Current Activision Stockholders.

**B. Why Did the Individual Settling Defendants and Bryan Cave Agree to Settle?**

The Individual Settling Defendants and Bryan Cave have strenuously denied, and continue strenuously to deny each and every allegation of liability made against them or that could have been made against them in the Actions, and assert that they have meritorious defenses to those claims and that judgment should be entered dismissing all claims against them with prejudice. The Individual Settling Defendants

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and Bryan Cave have thus entered into the Stipulation solely to avoid the continuing additional expense, inconvenience, and distraction of this burdensome litigation and to avoid the risks inherent in any lawsuit, and without admitting any wrongdoing or liability whatsoever.

**VI. FINAL HEARING AND POTENTIAL DISMISSAL OF ACTIONS**

On \_\_\_\_\_, at \_\_\_\_\_m., the Court will hold the Final Hearing at the United States District Court for the Central District of California, Western Division, Courtroom 12, 312 North Spring Street, Los Angeles, California 90012. At the Final Hearing, the Court will consider whether the terms of the Settlement are fair, reasonable and adequate and thus should be finally approved and whether the Federal Derivative Action should be dismissed with prejudice, and the Judgment described in the Stipulation entered thereon, pursuant to the Stipulation. Pursuant to the Stipulation, within five (5) business days from any entry of such Judgment, counsel for the State Plaintiffs will file a Stipulation for Dismissal, with prejudice, of the State Derivative Action, to be

signed by all parties to that action (“State Court Stipulation for Dismissal”). The State Court Stipulation for Dismissal shall expressly provide that the Plaintiffs in the State Derivative Action have joined in the Stipulation and agreed to be bound by the Judgment, and based thereon are dismissing the State Derivative Action with prejudice.

## **VII. RIGHT TO ATTEND FINAL HEARING**

Any Current Activision Stockholder may, but is not required to, appear in person at the Final Hearing. If you want to be heard at the Final Hearing, then you must first comply with the procedures for objecting, which are set forth below. The Court has the right to change the hearing dates or times without further notice. Thus, if you are planning to attend the Final Hearing, you should confirm the date and time before going to the Court.

### ***CURRENT ACTIVISION STOCKHOLDERS WHO***

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***HAVE NO OBJECTION TO THE SETTLEMENT DO NOT NEED TO APPEAR AT THE FINAL HEARING OR TAKE ANY OTHER ACTION.***

## **VIII. RIGHT TO OBJECT TO THE SETTLEMENT AND PROCEDURES FOR DOING SO**

You have the right to object to any aspect of the Settlement. You must object in writing, and you may request to be heard at the Final Hearing. If you choose to object, then you must follow these procedures.

### **A. You Must Make Detailed Objections in Writing**

Any objections must be presented in writing and must contain the following information:

1. Your name, legal address, and telephone number;
2. Proof of being a Current Activision Stockholder as of the Record Date;
3. The date(s) you acquired your Activision shares;
4. A detailed statement of your specific position with respect to the matters to be heard at the Final Hearing, including a statement of each objection being made;
5. The grounds for each objection or the reasons for your desiring to appear and to be heard;
6. Notice of whether you intend to appear at the Final Hearing (this is not required if you have lodged your objection with the Court); and
7. Copies of any papers you intend to submit to the Court, along with the names of any witness(es) you intend to call to testify at the Final Hearing and the subject(s) of their testimony.
8. The Court will not consider any objection that does not substantially comply with these requirements.

### **B. You Must Timely Deliver Written Objections to the Court, Plaintiffs’ Counsel, and Defendants’ Counsel**

YOUR WRITTEN OBJECTIONS MUST BE ON FILE WITH THE CLERK OF THE COURT NO LATER THAN \_\_\_\_, 2008. The Court Clerk’s address is:

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Clerk of the Court  
United States District Court  
Central District of California, Western Division  
312 N. Spring Street  
Room G-8  
Los Angeles, CA 90012

YOU ALSO MUST DELIVER COPIES OF THE MATERIALS TO COUNSEL FOR THE SETTLING PARTIES SO THEY ARE RECEIVED NO LATER THAN \_\_\_\_\_, 2008. Counsel's addresses are:

Darren J. Robbins  
Travis E. Downs, III  
Ellen Gusikoff Stewart  
James J. Jaconette  
Coughlin Stoia Geller  
Rudman & Robbins LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101

James L. Sanders  
McDermott, Will & Emery LLP  
2049 Century Park East  
Suite 3800  
Los Angeles, CA 90067-3208

David A. Schwarz  
Irell & Manella LLP  
1800 Avenue of the Stars  
Suite 900  
Los Angeles, CA 90067-4276

Moses Silverman  
Paul, Weiss, Rifkind,  
Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064

Harriet Posner  
Skadden, Arps, Slate, Meagher  
& Flom LLP  
300 South Grand Avenue  
Suite 3400  
Los Angeles, CA 90071

David J. Schindler  
Latham & Watkins  
633 West Fifth Street  
Suite 4000  
Los Angeles, CA 90071-2007

Lawrence A. Cox  
Arnold & Porter LLP  
777 S. Figueroa Street  
44th Floor  
Los Angeles, CA 90017

David R. Stickney  
BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130-3582

The Court will not consider any objection that is not timely filed with the Court or not timely delivered to the above-listed counsel for the Settling Parties.

Any Person or entity who fails to object or otherwise request to be heard in the manner prescribed above will be deemed to have waived the right to object to any aspect of the Settlement or otherwise request to be heard (including the right to appeal) and will be forever barred from raising such objection or request to be heard in this or any other action or proceeding.

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## **1. HOW TO OBTAIN ADDITIONAL INFORMATION**

This Notice summarizes the Stipulation. It is not a complete statement of the events of the Federal Derivative Action, the State Derivative Action or the Stipulation.

You may inspect the Stipulation and other papers in the Federal Derivative Action at the United States District Clerk's office at any time during regular business hours of each business day. The Clerk's office is

located at Clerk of the Court, United States District Court for the Central District of California, Western Division, 312 N. Spring Street, Room G-8, Los Angeles, California 90012. However, you must appear in person to inspect these documents. The Clerk's office will not mail copies to you.

PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS TO EITHER THE COURT OR THE CLERK'S OFFICE. Any questions you have about matters in this Notice should be directed by telephone or in writing to Plaintiffs' Counsel, at the addresses set forth above.

DATED: \_\_\_\_\_, 2008

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF  
CALIFORNIA,  
WESTERN DIVISION

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**EXHIBIT B-2**

COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
TRAVIS E. DOWNS III (148274)  
KATHLEEN A. HERKENHOFF (168562)  
ELLEN GUSIKOFF STEWART (144892)  
BENNY C. GOODMAN III (211302)  
MARY LYNNE CALKINS (212171)  
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619/231-7423 (fax)  
travisd@csgrr.com  
kathyh@csgrr.com  
elleng@csgrr.com  
bennyg@csgrr.com  
mcalkins@csgrr.com

- and -

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JOSEPH E. LEVI  
JUAN E. MONTEVERDE  
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New York, NY 10006  
Telephone: 212/363-7500  
212/363-7171 (fax)

Co-Lead Counsel for Plaintiffs in the Federal Derivative Action

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

In re ACTIVISION, INC. )  
SHAREHOLDER DERIVATIVE ) No. CV-06-04771-MRP(JTLx)  
LITIGATION )  
 ) SUMMARY NOTICE OF  
 ) SETTLEMENT  
 )  
This Document Relates To: )

ALL ACTIONS. )  
)  
)

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## NOTICE OF SETTLEMENT OF DERIVATIVE ACTIONS

TO: ALL CURRENT STOCKHOLDERS OF ACTIVISION, INC. (“ACTIVISION” OR THE “COMPANY”) COMMON STOCK AS OF MAY 8, 2008

PLEASE TAKE NOTICE that the above-captioned shareholder derivative action, as well as the related consolidated derivative action in Los Angeles Superior Court entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (collectively, the “Actions”), are being settled. The terms of the proposed settlement of the Actions (the “Settlement”) are set forth in a Stipulation of Settlement dated May 8, 2008, (the “Stipulation”). This summary should be read in conjunction with, and is qualified in its entirety by reference to, the text of the Stipulation, which has been filed with the Court.

The terms of the Settlement set forth in the Stipulation include: (1) certain payments and/or contributions to Activision (in the form of cash payments, releases of third party claims for repayment from Activision of certain outstanding fees and costs, and cancellation and repricing of certain Individual Settling Defendants’ stock options) in an amount Activision has valued as exceeding \$24,000,000; (2) the adoption and/or implementation of a variety of corporate governance measures, including measures that relate to and address many of the underlying issues in the Actions, including, but not limited to, director independence, officer and director compensation, and stock option granting procedures; and (3) Activision’s advancement of Plaintiffs’ Counsel’s attorney fees and expenses (subject to Activision’s reservation of all rights against each and every of its directors and officers insurance carriers, reinsurers, or co-insurers) in the amount of \$10,000,000, subject to Court approval.

IF YOU ARE A CURRENT OWNER OF ACTIVISION COMMON STOCK, YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THE LITIGATION. A more detailed form of notice describing the Settlement is available on Activision’s website and can be viewed at [www.activision.com](http://www.activision.com).

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On \_\_\_\_\_, 2008, at \_\_\_\_ a.m., a hearing (the “Settlement Hearing”) will be held before the United States District Court for the Central District of California, Western Division, Courtroom 12, 312 North Spring Street, Los Angeles, CA 90012, to determine: (1) whether the terms of the Settlement should be approved as fair, reasonable and adequate; and (2) whether the above-entitled action should be dismissed on the merits and with prejudice.

Any stockholder of Activision that objects to the Settlement of the Actions shall have a right to appear and to be heard at the Settlement Hearing, provided that he or she was a stockholder of record as of May 8, 2008. Any stockholder of Activision who satisfies this requirement may enter an appearance through counsel of such member’s own choosing and at such member’s own expense or may appear on their own. However, no

stockholder of Activision shall be heard at the Settlement Hearing unless no later than \_\_\_\_\_ days prior to the date of the Settlement Hearing, such stockholder has filed with the Court and delivered to counsel for the Settling Parties a written notice of objection, their ground for opposing the Settlement, and proof of both their status as a stockholder and the dates of stock ownership in Activision. Only stockholders who have filed and delivered valid and timely written notices of objection will be entitled to be heard at the Settlement Hearing unless the Court orders otherwise.

If you wish to object to the Settlement, you must file a written objection setting for the grounds for such an objection with the Court on or before \_\_\_\_\_, with service on the following parties:

Darren J. Robbins  
Travis E. Downs, III  
Ellen Gusikoff Stewart  
Coughlin Stoia Geller  
Rudman & Robbins LLP  
655 West Broadway, Suite 1900  
San Diego, CA 92101

James L. Sanders  
McDermott, Will & Emery LLP  
2049 Century Park East  
Suite 3800  
Los Angeles, CA 90067-3208

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David A. Schwarz  
Irell & Manella LLP  
1800 Avenue of the Stars  
Suite 900  
Los Angeles, CA 90067-4276

Moses Silverman  
Paul, Weiss, Rifkind, Wharton &  
Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019-6064

Harriet Posner  
Skadden, Arps, Slate, Meagher  
& Flom LLP  
300 South Grand Avenue  
Suite 3400  
Los Angeles, CA 90071

David J. Schindler  
Latham & Watkins  
633 West Fifth Street  
Suite 4000  
Los Angeles, CA 90071-2007

Lawrence A. Cox  
Arnold & Porter LLP  
777 S. Figueroa Street  
44th Floor  
Los Angeles, CA 90017

David R. Stickney  
BERNSTEIN LITOWITZ BERGER &  
GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130-3582

Inquiries, other than requests for the detailed form of notice, may be made to Plaintiffs' Counsel: Rick Nelson, c/o Shareholder Relations, Coughlin Stoia Geller Rudman & Robbins LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101; phone 619-231-1058.

DATED: \_\_\_\_, 2008

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF  
CALIFORNIA,  
WESTERN DIVISION

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**EXHIBIT C**

COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
TRAVIS E. DOWNS III (148274)  
KATHLEEN A. HERKENHOFF (168562)  
ELLEN GUSIKOFF STEWART (144892)  
BENNY C. GOODMAN III (211302)  
MARY LYNNE CALKINS (212171)  
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Telephone: 619/231-1058  
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travisd@csgrr.com  
kathyh@csgrr.com  
elleng@csgrr.com  
bennyg@csgrr.com  
mcalkins@csgrr.com

- and -

SHAWN A. WILLIAMS (213113)  
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JOSEPH E. LEVI  
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39 Broadway, Suite 1601  
New York, NY 10006  
Telephone: 212/363-7500  
212/363-7171 (fax)

Co-Lead Counsel for Plaintiffs in the Federal Derivative Action

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
WESTERN DIVISION

In re ACTIVISION, INC.	)	No. CV-06-04771-MRP(JTLx)
SHAREHOLDER DERIVATIVE	)	
LITIGATION	)	[PROPOSED] FINAL JUDGMENT
_____	)	AND ORDER OF DISMISSAL WITH
	)	PREJUDICE
This Document Relates To:	)	
	)	EXHIBIT C
ALL ACTIONS.	)	
_____	)	

This matter came before the Court for hearing pursuant to the Order of this Court, dated \_\_\_\_\_, 2008 (“Order”), on the application of the parties for approval of the proposed settlement (“Settlement”) set forth in the Stipulation of Settlement dated May 8, 2008 (the “Stipulation”);

The Court has reviewed and considered all documents, evidence, objections (if any) and arguments presented in support of or against the Settlement; the Court being fully advised of the premises and good cause appearing therefor, the Court enters this Final Judgment and Order of Dismissal With Prejudice.

IT IS ORDERED, ADJUDGED AND DECREED that:

1. This Judgment incorporates by reference the definitions in the Stipulation, and all capitalized terms used herein shall have the same meanings as set forth in the Stipulation.

2. This Court has jurisdiction over the subject matter of the Federal Derivative Action, including all matters necessary to effectuate the Settlement, and over all Settling Parties.

3. The Court finds that the Notice of Proposed Settlement and the Summary Notice (together, the “Notices”) provided to Activision stockholders constituted the best notice practicable under the circumstances. The Notices fully satisfied the requirements of Federal Rule of Civil Procedure 23.1 and the requirements of due process.

4. The Federal Derivative Action and all claims contained therein, as well as all of the Released Claims, are dismissed with prejudice. As among Plaintiffs, Settling Defendants and non-party Bryan Cave, the parties are to bear their own costs, except as otherwise provided in the Stipulation regarding the Fee and Expense Award.

5. The Court finds that the terms of the Stipulation and Settlement are fair, reasonable and adequate as to each of the Settling Parties, and hereby finally approves the Stipulation and Settlement in all respects, and orders the Settling Parties to perform its terms to the extent the Settling Parties have not already done so

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6. Upon the Effective Date, as defined in the Stipulation, Activision, Bryan Cave, Plaintiffs (acting on their own behalf and derivatively on behalf of Activision), and each of Activision’s stockholders (solely in their capacity as Activision stockholders) shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged the Released Claims against the Released Persons and any and all claims (including Unknown Claims) arising out of, relating to, or in connection with the defense, settlement or resolution of the Actions against the Released Persons. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

7. Upon the Effective Date, as defined in the Stipulation, Activision, Bryan Cave, Plaintiffs (acting on their own behalf and, derivatively on behalf of Activision), and each of Activision’s stockholders (solely in their capacity as Activision stockholders) will be forever barred and enjoined from commencing, instituting or prosecuting any of the Released Claims or any action or other proceeding against any of the Released Persons based on, arising out of, related to, or in connection with the Released Claims or the Settlement or resolution of the Actions. Claims to enforce the terms of this Stipulation are not released.

8. Upon the Effective Date, as defined in the Stipulation, each of the Released Persons shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever released, relinquished and discharged each and all of the Plaintiffs, Plaintiffs’ Counsel, Activision, and all of the Activision stockholders (solely in their capacity as Activision stockholders) from all claims (including Unknown Claims) arising out of, relating to, or in connection with, the institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

9. Upon the Effective Date, as defined in the Stipulation, each of the Released Persons will be forever barred and enjoined from commencing, instituting or

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prosecuting any or all claims (including Unknown Claims) against each and all of the Plaintiffs, Plaintiffs' Counsel, Activision, and all of the Activision stockholders (solely in their capacity as Activision stockholders) arising out of, relating to, or in connection with the institution, prosecution, assertion, settlement or resolution of the Actions or the Released Claims. Notwithstanding the definition of Released Claims, the Individual Settling Defendants and Activision reserve their indemnification and advancement rights and defenses under Activision's by-laws, Activision's articles of incorporation, their agreements, Delaware law, and any other applicable authority. Nothing herein shall in any way impair or restrict the rights of any Settling Party to enforce the terms of the Stipulation.

10. The Court hereby approves the Fee and Expense Award in accordance with the Stipulation and finds that such fee is fair and reasonable.

11. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be offered, attempted to be offered or used in any way by the Settling Parties or any other Person as a presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of the Settling Parties; or of the validity of any Released Claims; or (b) is intended by the Settling Parties to be offered or received as evidence or used by any other person in any other actions or proceedings, whether civil, criminal or administrative. Released Persons may file the Stipulation and/or this Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of *res judicata*, collateral estoppel, full faith and credit, release, good faith settlement, judgment bar or reduction, or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

12. During the course of the litigation, the parties and their respective counsel at all times complied with the requirements of Federal Rule of Civil

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Procedure 11 and all other similar laws, including California Code of Civil Procedure § 128.7.

13. Without affecting the finality of this Judgment in any way, this Court hereby retains jurisdiction with respect to implementation and enforcement of the terms of the Stipulation.

14. In the event that the Settlement does not become effective in accordance with the terms of the Stipulation, this Order and Final Judgment shall be vacated, and all Orders entered and releases delivered in connection with the Stipulation and this Order and Final Judgment shall be null and void, except as otherwise provided for in the Stipulation.

15. This Judgment is a final, appealable judgment and should be entered forthwith by the Clerk in accordance with Rule 58, Federal Rules of Civil Procedure.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

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THE HONORABLE  
MARIANA R. PFAELZER  
UNITED STATES DISTRICT JUDGE

COUGHLIN STOIA GELLER  
 RUDMAN & ROBBINS LLP  
 TRAVIS E. DOWNS III (148274)  
 KATHLEEN A. HERKENHOFF (168562)  
 ELLEN GUSIKOFF STEWART (144892)  
 BENNY C. GOODMAN III (211302)  
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 elleng@csgrr.com  
 bennyg@csgrr.com  
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- and -

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LEVI & KORSINSKY, LLP  
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 JOSEPH E. LEVI  
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 39 Broadway, Suite 1601  
 New York, NY 10006  
 Telephone: 212/363-7500  
 212/363-7171 (fax)

Co-Lead Counsel for Plaintiffs in the Federal Derivative Action

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT  
 CENTRAL DISTRICT OF CALIFORNIA  
 WESTERN DIVISION

In re ACTIVISION, INC.  
 SHAREHOLDER DERIVATIVE  
 LITIGATION

This Document Relates To:

ALL ACTIONS.

No. CV-06-04771-MRP(JTLx)

ORDER  
 PRELIMINARILY APPROVING  
 DERIVATIVE SETTLEMENT AND  
 PROVIDING FOR NOTICE

EXHIBIT B

WHEREAS, the parties having made application, pursuant to Federal Rule of Civil Procedure 23.1, for an order (i) preliminarily approving the proposed settlement (the "Settlement") of the above-captioned shareholder derivative action (the "Federal Derivative Action"), and the related derivative action pending in Los Angeles Superior Court entitled *In re Activision Shareholder Derivative Litigation*, Master File No. SC090343 (the "State Derivative Action") (collectively, the "Actions"), in accordance with a Stipulation of Settlement dated May 8, 2008 (the "Stipulation"), which, together with the exhibits annexed thereto, sets forth the terms and conditions for a proposed Settlement and dismissal of the Actions with prejudice, upon the terms and conditions set forth therein; and (ii) approving for distribution of the Notice of Proposed Settlement and the Summary Notice (together, the "Notices");

WHEREAS, the Settlement appears to be the product of serious, informed, non-collusive negotiations and falls within the range of possible approval;

WHEREAS, all capitalized terms contained herein shall have the same meanings as set forth in the Stipulation (in addition to those capitalized terms defined herein); and

WHEREAS, this Court, having considered the Stipulation and the Exhibits annexed thereto and having heard the arguments of the Settling Parties at the preliminary approval hearing:

NOW THEREFORE, IT IS HEREBY ORDERED:

1. This Court does hereby preliminarily approve, subject to further consideration at the Settlement Hearing described below, the Stipulation and the Settlement set forth therein, including the terms and conditions for settlement and dismissal with prejudice of the Actions.

2. A hearing (the "Settlement Hearing") shall be held before this Court on July 21, 2008 at 10:00 a.m. at the United States District Court, Central District of California, 312 North Spring Street, Courtroom 12, Los Angeles, California 90012, to:

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- a. determine whether the terms and conditions of the Settlement provided for in the Stipulation are fair, reasonable, adequate, and in the best interests of Activision and current Activision Stockholders;
- b. consider an Order and Final Judgment dismissing the Federal Derivative Action with prejudice, with each party to bear its, his or her own costs (unless expressly stated otherwise in the Stipulation), and release and enjoin prosecution of any and all claims to be released pursuant to the Stipulation; and
- c. hear such other matters as the Court may deem necessary and appropriate.

3. The Court approves, as to form and content, the Notices annexed as Exhibit B-1 and B-2 hereto, and finds that the distribution of the Notices substantially in the manner and form set forth in this Order meets the requirements of Federal Rule of Civil Procedure 23.1 and due process, is the best notice practicable under the circumstances, and shall constitute due and sufficient notice to all Persons entitled thereto of all matters relating to the Settlement.

4. Not later than ten (10) days following entry of this Order, Activision shall cause the Summary Notice substantially in the form annexed as Exhibit B-2 hereto to be published on its website, such that visitors to the website home page will readily find a hyperlink to the Summary Notice, and those who choose to access the Summary Notice will find an additional hyperlink providing access to the Notice of Proposed Settlement substantially in the form annexed as Exhibit B-1 hereto.

5. Not later than fifteen (15) days following entry of this Order, Activision shall cause a copy of the Notice of Proposed Settlement substantially in the form annexed as Exhibit B-1 hereto to be filed with the Securities and Exchange Commission.

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6. Not later than fourteen (14) days following entry of this Order, Activision shall cause a copy of the Summary Notice substantially in the form annexed as Exhibit B-2 hereto to be published once in Investor's Business Daily or a similar nationally-circulated business publication.

7. All costs incurred in the filing and publication of the Notices shall be paid by Activision and Activision shall undertake all administrative responsibility for filing and publication of the Notices.

8. At least seven (7) days prior to the Settlement Hearing, Activision's Counsel shall serve on counsel for Plaintiffs and file with the Court proof, by affidavit or declaration, of such filing and publication of the Notices.

9. All current Activision stockholders shall be bound by all orders, determinations and judgments in the Federal Action concerning the Settlement, whether favorable or unfavorable to current Activision shareholders.

10. Pending final determination of whether the Settlement should be approved, no current Activision shareholder, either directly, representatively, or in any other capacity, shall commence or prosecute against any of the Released Persons, any action or proceeding in any court or tribunal asserting any of the Released Claims.

11. All papers in support of the Settlement and the award of attorneys' fees and expenses shall be filed with the Court and served at least seven (7) calendar days prior to the Settlement Hearing.

12. Any current Activision stockholder may appear and show cause, if he, she or it has any, why the terms of the Settlement should not be approved as fair, reasonable and adequate, or why a Judgment should not be entered thereon, provided, however, unless otherwise ordered by the Court, no current Activision stockholder shall be heard or entitled to contest the approval of all or any of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered thereon approving the same, unless that Person has, at least fourteen (14) days prior to the Settlement Hearing, filed with the Clerk of the Court and served on the following

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counsel (delivered by hand or sent by first class mail) appropriate proof of stock ownership, along with written objections, including the basis therefore, and copies of any papers and briefs in support thereof:

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The written objections and copies of any papers and briefs in support thereof to be filed in Court shall be delivered by hand or sent by first class mail to:

Clerk of the Court  
UNITED STATES DISTRICT COURT  
Central District of California, Western Division  
312 North Spring Street  
Room G-8  
Los Angeles, California 90012

Any current Activision stockholder who does not make his, her or its objection in the manner provided herein shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness or adequacy of the Settlement as incorporated in the Stipulation and to the award of attorneys' fees and expenses to Plaintiffs' Counsel, unless otherwise ordered by the Court, but shall otherwise be bound by the Judgment to be entered and the releases to be given.

13. Neither the Stipulation nor the Settlement, nor any act performed or document executed pursuant to or in furtherance of the Stipulation or the Settlement: (a) is or may be deemed to be or may be offered, attempted to be offered or used in any way by the Settling Parties as a presumption, a concession or an admission of, or evidence of, any fault, wrongdoing or liability of the Settling Parties or of the validity of any Released Claims; or (b) is intended by the Settling Parties to be offered or received as evidence or used by any other person in any other actions or proceedings,

whether civil, criminal or administrative. Released Persons may file the Stipulation and/or a Judgment in any action that may be brought against them in order to support a defense or counterclaim based on principles of res judicata, collateral estoppel, full faith and credit, release, good faith settlement, judgment bar or reduction or any other theory of claim preclusion or issue preclusion or similar defense or counterclaim.

14. The Court reserves the right to adjourn the date of the Settlement Hearing or modify any other dates set forth herein without further notice to the current Activision stockholders, and retains jurisdiction to consider all further applications arising out of or connected with the Settlement. The Court may approve the Settlement,

with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the current Activision stockholders.

IT IS SO ORDERED.

DATED: May 13, 2008

/s/ Mariana R. Pfaelzer  
THE HONORABLE  
MARIANA R. PFAELZER  
UNITED STATES DISTRICT JUDGE