

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported) April 5, 2005
(April 4, 2005)

ACTIVISION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	0-12699	95-4803544
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
3100 Ocean Park Blvd., Santa Monica, CA		90405
(Address of Principal Executive Offices)		(Zip Code)

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

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On April 4, 2005, at a special meeting of stockholders of Activision, Inc. (the "Company"), the Company's stockholders by majority vote approved an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock from 225,000,000 to 450,000,000.

On April 4, 2005, a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation, reflecting the approved amendment, was filed with the Delaware Secretary of State. Attached as Exhibit 3.1 is a copy of the Certificate of Amendment.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation, as amended, of Activision, Inc., dated April 4, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 5, 2005

ACTIVISION, INC.

By: /s/ Ronald Doornink

Name: Ronald Doornink
Title: President

CERTIFICATE OF AMENDMENT

OF

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED,

OF

ACTIVISION, INC.

ACTIVISION, INC., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY as follows:

1. The name of the corporation (hereinafter called the "Corporation") is Activision, Inc.

2. The Amended and Restated Certificate of Incorporation, as amended, of the Corporation is hereby amended by deleting the first paragraph of Article FOURTH and replacing it in its entirety with the following:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is four hundred fifty-five million (455,000,000) shares, of which five million (5,000,000) shares are designated Preferred Stock, par value \$.000001 per share and aggregate par value of five dollars (\$5.00) ("Preferred Stock"), and of which four hundred fifty million (450,000,000) shares are designated Common Stock, par value \$.000001 per share and aggregate par value of four hundred fifty dollars (\$450.00) ("Common Stock"). Of the 5,000,000 shares of Preferred Stock, one million one hundred and twenty-five thousand (1,125,000) shares are designated Series A Junior Preferred Stock, par value \$.000001 per share and aggregate par value of one dollar and twelve-and-one-half cents (\$1.125)."

3. The foregoing amendment of the certificate of incorporation of the corporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that this document is the act and deed of the corporation named herein and that the facts stated herein are true.

Dated: April 4, 2005

/s/ George Rose

George Rose, Secretary