

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) June 29, 1999

(July 12, 1999)

ACTIVISION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

0-12699

94-2606438

(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)

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

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

Item 5. Other Events.

On June 29, 1999, Activision, Inc., a Delaware corporation ("Activision" or the "Company"), completed the acquisition of Elsinore Multimedia, Inc., a privately held company based in Hollywood, Florida ("Elsinore"). Elsinore is a software development company that produces products for the Windows platform and has designed Cabela's Big Game Hunter series for Head Games Publishing, Inc., a wholly owned subsidiary of Activision.

The transaction was structured as a share exchange in which the Company issued 204,448 shares of its common stock, \$.000001 par value (the "Common Stock"), for all of the outstanding capital stock of Elsinore. At the time of the closing of the transaction, the Common Stock issued by the Company had a market value of approximately \$2.7 million. The transaction was effected on a tax free basis and will be accounted for using the purchase method of accounting.

The shares of Common Stock were issued to the holders of Elsinore capital stock pursuant to an exemption from registration under the Securities Act of 1933, as amended. The Company is required to use its commercially reasonable efforts to file with the Securities and Exchange Commission by August 30, 1999, a registration statement covering such shares for resale by the holders thereof. A portion of the shares of Common Stock issued to the Elsinore stockholders are held in escrow subject to a warranty escrow agreement to satisfy potential warranty claims.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Activision dated July 9, 1999,
announcing the acquisition of Elsinore Multimedia, Inc.

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: July 12, 1999

ACTIVISION, INC.

By: /s/ Lawrence Goldberg

Name: Lawrence Goldberg

Title: Executive Vice President

Santa Monica, CA - July 9, 1999 - Furthering its position as a leader in the value software category, Activision, Inc. (Nasdaq: ATVI) today announced it has acquired Elsinore Multimedia, a leading software development company that designed the top-selling Cabela's Big Game Hunter series for Activision's Head Games Publishing unit. The acquisition underscores Activision's commitment to the Cabela's franchise, which has remained on PC Data's list of top selling PC games since March of 1998, as well as the hunting category. According to PC Data, hunting games are one of the fastest growing software categories.

As a result of the acquisition, which was completed on June 29, 1999, Elsinore has become a wholly owned subsidiary of Activision. Elsinore shareholders received approximately 204,000 shares of Activision common stock, and the transaction was effected on a tax free basis and will be accounted for using the purchase method of accounting.

Based in Hollywood, Florida, Elsinore Multimedia is a software development company that produces products for the Windows platform. In addition to the Cabela's Big Game Hunter titles, the company is also known for the Essential Language Software titles which have been highly successful for their categories since their release.

"We are excited to welcome the talented development team from Elsinore Multimedia to Activision," states Ron Doornink, president and COO, Activision, Inc. "The acquisition is consistent with Activision's strategy to enhance its development and creative resources through selected acquisitions or investments. This move reinforces Activision's plan to continue to provide compelling value-priced software to the marketplace and capitalize on the tremendous opportunities that exist for lower-priced PC software."

"This acquisition solidifies our relationship with Activision and Head Games," said Jill Gordon Mark, president of Elsinore Multimedia. "It will provide us with all the resources we need to continue to develop high quality value-priced software for the Cabela's franchise and others."

Headquartered in Santa Monica, California, Activision, Inc. is a leading worldwide developer, publisher and distributor of interactive entertainment products. Founded in 1979, Activision posted revenues of \$436 million for the fiscal year ended March 31, 1999.

Activision maintains publishing and development operations in the US, Canada, the United Kingdom, France, Germany, Japan and Australia, and distribution subsidiaries in the United Kingdom, Germany, The Netherlands and Belgium. More information about Activision and its products can be found on the company's World Wide Web site, which is located at <http://www.activision.com>.

The statements contained in this release that are not historical facts are "forward-looking statements." The company cautions readers of this press release that a number of important factors could cause Activision's actual future results to differ materially from those expressed in any such forward-looking statements. These important factors, and other factors that could affect Activision, are described in Activision's Annual Report on Form 10-K for the fiscal year ended March 31, 1998, which was filed with the United States Securities and Exchange Commission. Readers of this press release are referred to such filings.