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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACTIVISION, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-2606438
(I.R.S. Employer
Identification No.)

3100 Ocean Park Boulevard
Santa Monica, California 90405
(310) 255-2000
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Robert A. Kotick
Chairman of the Board and Chief Executive Officer
ACTIVISION, INC.
3100 Ocean Park Boulevard
Santa Monica, California 90405
(310) 255-2000
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies To:

Robinson Silverman Pearce Aronsohn & Berman LLP
1290 Avenue of the Americas
New York, New York 10104
Attention: Kenneth L. Henderson, Esq.
Telephone No.: (212) 541-2000
Facsimile No.: (212) 541-1357

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

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

(a) Exhibits:

- 5.1 Opinion of Robinson Silverman Pearce Aronsohn & Berman LLP as to
legality of securities being registered.*
- 23.1 Consent of Robinson Silverman Pearce Aronsohn & Berman LLP
(included as part of Exhibit 5.1).*
- 23.2 Consent of Coopers & Lybrand LLP.*
- 23.3 Consent of KPMG Peat Marwick LLP.*
- 23.4 Consent of KPMG Peat Marwick LLP.*
- 23.5 Consent of Grant Thornton.*

24.1 Power of attorney (included on signature page).*

25.1 Form T-1 Statement of Eligibility and Qualification of State Street Bank and Trust Company of California, N.A. under the Trust Indenture Act of 1939.

* Filed previously.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Los Angeles, State of California, on April 21, 1998.

ACTIVISION, INC.

By:/s/ Brian G. Kelly

 Brian G. Kelly, President and
 Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name -----	Title -----	Date -----
*/s/ Robert A. Kotick ----- (Robert A. Kotick)	Chairman, Chief Executive Officer (Principal Executive Officer) and Director	April 21, 1998
/s/ Brian G. Kelly ----- (Brian G. Kelly)	Chief Operating Officer, President and Director	April 21, 1998
*/s/ Barry J. Plaga ----- (Barry J. Plaga)	Chief Financial Officer (Principal Financial and Accounting Officer)	April 21, 1998
*/s/ Harold A. Brown (Harold A. Brown)	Director	April 21, 1998
*/s/ Barbara S. Isgur ----- (Barbara S. Isgur)	Director	April 21, 1998
----- (Steven T. Mayer)	Director	
*/s/ Robert J. Morgado ----- (Robert J. Morgado)	Director	April 21, 1998
*By: /s/ Brian G. Kelly ----- (Brian G. Kelly) (Attorney-in-fact)		April 21, 1998

EXHIBIT INDEX

Exhibit No. -----	Description -----	Page Number in Signed Registration Statement -----
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* Filed previously.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

Statement of Eligibility Under the
Trust Indenture Act of 1939 of a
Corporation Designated to Act as Trustee

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE
PURSUANT TO SECTION 305(b)(2) [X]

State Street Bank and Trust Company of California, N.A.
(Exact name of trustee as specified in its charter)

United States 06-1143380
(Jurisdiction of incorporation or organization (I.R.S. Employer
if not a U.S. national bank) Identification No.)

633 West 5th Street, 12th Floor, Los Angeles, California 90071
(Address of principal executive offices) (Zip code)

Lynda A. Vogel, Senior Vice President and Managing Director
633 West 5th Street, 12th Floor, Los Angeles, California, 90071
(213) 362-7399
(Name, address and telephone number of agent for service)

ACTIVISION, INC.
(Exact name of obligor as specified in its charter)

Delaware 94-2606438
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

3100 Ocean Park Boulevard, Santa Monica, California 90405
(Address of principal executive offices) (Zip code)

6 3/4% Convertible Subordinated Notes due 2005
(Title of indenture securities)

GENERAL

Item 1. General Information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervisory authority to which it is subject.

Comptroller of the Currency, Western District Office, 50 Fremont Street, Suite 3900, San Francisco, California 94105-2292.

- (b) Whether it is authorized to exercise corporate trust powers.

Trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor.

If the Obligor is an affiliate of the trustee, describe each such affiliation.

The Obligor is not an affiliate of the trustee or of its parent, State Street Bank and Trust Company.

(See note on page 2.)

Item 3. through Item 15. Not applicable.

Item 16. List of Exhibits.

List below all exhibits filed as part of this statement of eligibility.

1. A copy of the articles of association of the trustee as now in effect.

A copy of the Articles of Association of the trustee, as now in effect, is on file with the Securities and Exchange Commission as Exhibits with corresponding exhibit numbers to the Form T-1 of

Oasis Residential, Inc., filed pursuant to Section 305(b)(2) of the Act, on November 18, 1996 (Registration No. 033-90488), and are incorporated herein by reference.

2. A copy of the certificate of authority of the trustee to commence business, if not contained in the articles of association.

A Certificate of Corporate Existence (with fiduciary powers) from the Comptroller of the Currency, Administrator of National Banks is on file with the Securities and Exchange Commission as Exhibits with corresponding exhibit numbers to the form T-1 of Oasis Residential, Inc., filed pursuant to Section 305(b)(2) of the Act, on November 18, 1996 (Registration No. 033-90488), and are incorporated herein by reference.

3. A copy of the authorization of the trustee to exercise corporate trust powers, if such authorization is not contained in the documents specified in paragraph (1) or (2), above.

Authorization of the Trustee to exercise fiduciary powers (included in Exhibits 1 and 2; no separate instrument).

4. A copy of the existing by-laws of the trustee, or instruments corresponding thereto.

A copy of the by-laws of the trustee, as now in effect, is on file with the Securities and Exchange Commission as Exhibits with corresponding exhibit numbers to the Form T-1 of Oasis Residential, Inc., filed pursuant to Section 305(b)(2) of the Act, on November 18, 1996 (Registration No. 033-90488), and are incorporated herein by reference.

5. A copy of each Indenture referred to in Item 4, if the obligor is in default.

Not applicable.

6. The consents of United States Institutional trustees required by Section 321(b) of the Act.

The consent of the trustee required by Section 321(b) of the Act is annexed hereto as Exhibit 6 and made a part hereof.

7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority is annexed hereto as Exhibit 7 and made a part hereof.

NOTES

In answering any item of this Statement of Eligibility which relates to matters peculiarly within the knowledge of the obligor or any underwriter for the obligor, the trustee has relied upon Information furnished to it by the obligor and the underwriters, and the trustee disclaims responsibility for the accuracy or completeness of such Information.

The answer furnished to Item 2 of this statement will be amended, if necessary, to reflect any facts which differ from those stated and which would have been required to be stated if known at the date hereof.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, State Street Bank and Trust Company of California, N.A., organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Los Angeles, and State of California, on this 18th date of February, 1998.

STATE STREET BANK AND TRUST COMPANY OF
CALIFORNIA, N.A.

By: /s/ Stephen Rivero

Stephen Rivero
Vice President

EXHIBIT 6

CONSENT OF THE TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, as amended, in connection with the registration by Activision, Inc. of its 6 3/4% Convertible Subordinated Notes due 2005, we hereby consent that reports of examination by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

STATE STREET BANK AND TRUST COMPANY OF
CALIFORNIA, N.A.

By: /s/ Stephen Rivero

Stephen Rivero
Vice President

Dated: February 18, 1998

EXHIBIT 7

Consolidated Report of Condition and Income for A Bank With Domestic Offices Only and Total Assets of Less Than \$100 Million of State Street Bank and Trust Company of California, a national banking association duly organized and existing under and by virtue of the laws of the United States of America, at the close of business December 31, 1997, published in accordance with a call made by the Federal Deposit Insurance Corporation pursuant to the required law: 12 U.S.C. Section 324 (State member banks); 12 U.S.C. Section 1817 (State nonmember banks); and 12 U.S.C. Section 161 (National banks).

ASSETS	Thousands of Dollars
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	5,580
Interest-bearing balances.	0
Securities	38
Federal funds sold and securities purchased under agreements to resell in domestic offices of the bank and its Edge subsidiary	0
Loans and lease financing receivables:	
Loans and leases, net of unearned income	0
Allowance for loan and lease losses.	0
Allocated transfer risk reserve.	0
Loans and leases, net of unearned income and allowances.	0
Assets held in trading accounts.	0
Premises and fixed assets.	276
Other real estate owned.	0
Investments in unconsolidated subsidiaries	0
Customers' liability to this bank on acceptances outstanding	0
Intangible assets.	0
Other assets	726

Total assets	6,620
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 LIABILITIES	
Deposits:	
In domestic offices.	0
Noninterest-bearing.	0
Interest-bearing	0
In foreign offices and Edge subsidiary	0
Noninterest-bearing.	0
Interest-bearing	0
Federal funds purchased and securities sold under agreements to repurchase in domestic offices of the bank and of its Edge subsidiary.	0
Demand notes issued to the U.S. Treasury and Trading Liabilities.	0
Other borrowed money	0
Subordinated notes and debentures.	0
Bank's liability on acceptance executed and outstanding.	0
Other liabilities.	3,076
Total liabilities.	3,076

EQUITY CAPITAL	
Perpetual preferred stock and related surplus.	0
Common stock	500
Surplus.	750
Undivided profits and capital reserves/Net unrealized holding gains (losses)	2,294
Cumulative foreign currency translation adjustments.	0
Total equity capital	3,544

Total liabilities and equity capital	6,620
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I, Kevin R. Wallace, Vice President and Comptroller of the above named bank do hereby declare that this Report of Condition and Income for this report date have been prepared in conformance with the Instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Kevin R. Wallace

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the Instructions issued by the appropriate Federal regulatory authority and is true and correct.

Lynda A. Vogel
Donald W. Beatty
Stephen Rivero