

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 29, 1999  
(April 19, 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 April 19, 1999, Activision, Inc., a Delaware corporation ("Activision"), Expert Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Activision ("Merger Subsidiary"), and Expert Software, Inc., a Delaware corporation ("Expert"), entered into an Amended and Restated Agreement and Plan of Merger (the "Amendment"), pursuant to which, among other things, Merger Subsidiary will be merged with and into Expert and Expert will continue as the surviving corporation and as a wholly owned subsidiary of Activision (the "Merger"). The Amendment amended and restated the terms of the Agreement and Plan of Merger, dated as of March 3, 1999, among Activision, Expert and Merger Subsidiary, including, among other things, extending the outside date by which Activision may elect to pay cash consideration to the holders of shares of Expert common stock from March 25, 1999 to April 20, 1999.

Pursuant to the Amendment, Activision exercised its right to elect to pay cash consideration to the holders of shares of Expert common stock in lieu of the issuance of shares of Activision common stock by sending written notice to Expert on April 19, 1999 of its election, which notice was agreed to and accepted by Expert.

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

(c) Exhibits.

2.1 Amended and Restated Agreement and Plan of Merger, dated as of April 19, 1999, by and among Activision, Inc., Expert Acquisition Corp. and Expert Software, Inc. (incorporated by reference to Form 8-K of Expert Software, Inc., filed April 29, 1999).

99.1 Press release issued by Activision and Expert dated April 21, 1999, announcing the execution of the Amended and Restated Agreement and Plan of Merger among Activision, Merger Subsidiary and Expert, and Activision's election to pay all cash consideration to the holders of shares of Expert common stock.

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 29, 1999

ACTIVISION, INC.

By:/s/ Brian G. Kelly

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Title: Co-Chairman

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FOR IMMEDIATE RELEASE

ACTIVISION TO PAY FOR EXPERT SOFTWARE  
ACQUISITION WITH CASH

Santa Monica, CA., Coral Gables, FLA., -- April 21, 1999 -- Activision, Inc. (Nasdaq: ATVI) and Expert Software (Nasdaq: XPRT) jointly announced today that in connection with their previously announced pending merger transaction, the parties have amended the merger arrangement and Activision will now pay the merger consideration of \$2.65 per Expert share solely in cash.

"By finalizing the merger consideration in cash, Activision will be able to complete the transaction more efficiently and realize the benefits of the merger sooner," states Ron Doornink, president of Activision, Inc.

Expert Software, Inc. (Nasdaq: XPRT) is a leading developer and publisher of high-quality, value-priced software. The company specializes in sophisticated yet easy-to-use programs addressing a broad array of everyday consumer interests, including entertainment, education, lifestyle, productivity and small office/home office. Expert Software can be found on the World Wide Web at <http://www.expertsoftware.com>.

Headquartered in Santa Monica, California, Activision, Inc. is a leading worldwide developer, publisher and distributor of interactive entertainment software for personal computers and advanced console game systems such as the PlayStation game console and Nintendo 64. Founded in 1979, Activision posted revenues of \$370 million for the calendar year ended December 31, 1998.

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>.

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The statements contained in this release that are not historical facts are "forward-looking statements." The companies caution readers of this press release that a number of important factors could cause either Expert's or 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 and Expert, are described in Activision's Annual Report on Form 10-K for the fiscal year ended March 31, 1998, and Expert's Form 10K and quarterly reports on Form 10-Q, which have been filed with the United States Securities and Exchange Commission. Readers of this press release are referred to such filings.