

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) February 23, 2005 (February 23, 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)

Registrant's Telephone Number, Including Area Code (310) 255-2000

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 February 23, 2005, Activision, Inc. issued a press release announcing (i) a four-for-three stock split, which shall be effected by a 33-1/3% stock dividend to stockholders of record as of March 7, 2005, payable on March 22, 2005, and (ii) a special meeting of its stockholders to take place on Monday, April 4, 2005. The purpose of the special meeting is to seek the consent of a majority of the outstanding stockholders of the Company to increase the number of authorized shares of common stock. The press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(c) *Exhibits.*

99.1 [Press Release of Activision, Inc., dated February 23, 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: February 23, 2005

ACTIVISION, INC.

By: /s/ Ronald Doornink

Name: Ronald Doornink

Title: President

**FOR IMMEDIATE RELEASE**

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## **ACTIVISION ANNOUNCES FOUR-FOR-THREE STOCK SPLIT**

Santa Monica, CA — February 23, 2005 — Activision, Inc. (Nasdaq: ATVI) announced today that its Board of Directors approved a four-for-three stock split of its outstanding shares of common stock to be effected in the form of a 33-1/3% common stock dividend.

The stock dividend is payable March 22, 2005, to stockholders of record at the close of business on March 7, 2005. Stockholders will receive one additional share of common stock for every three shares held on the record date. In lieu of issuing any fractional shares in connection with the split, stockholders will receive a cash payment based on the average of the high and low sales prices of the common stock on the record date, as adjusted for the split. Activision will have approximately 200,000,000 shares of common stock outstanding after the split.

Activision also announced that its Board of Directors has called a special meeting of stockholders on April 4, 2005. The special meeting has been called to approve an amendment to Activision'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. The occurrence of the four-for-three stock split is not contingent upon the approval of the increase in the number of authorized shares.

"We are proud of Activision's long-term record of revenue and earnings growth," stated Robert Kotick, Chairman and CEO of Activision. "By increasing the total number of authorized shares available for issuance, we will improve our long-term financial flexibility."

Headquartered in Santa Monica, California, Activision, Inc. is a leading worldwide developer, publisher and distributor of interactive entertainment and leisure products. Founded in 1979, Activision posted net revenues of \$948 million for the fiscal year ended March 31, 2004.

Activision maintains operations in the U.S., Canada, the United Kingdom, France, Germany, Italy, Japan, Australia, Scandinavia, Spain and the Netherlands. More information about Activision and its products can be found on the company's World Wide Web site, which is located at [www.activision.com](http://www.activision.com).

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The statements made in this press release that are not historical facts are "forward looking" statements. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties. 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.

Such factors include, without limitation, product delays, retail acceptance of our products, industry competition, rapid changes in technology and industry standards, protection of proprietary rights, maintenance of relationships with key personnel, vendors and third-party developers, international economic and political conditions, integration of recently acquired subsidiaries and identification of suitable future acquisition opportunities.

These important factors and other factors that potentially could affect the company's financial results are described in our filings with the Securities and Exchange Commission, including the company's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers of this press release are referred to such filings. The company may change its intention, belief or expectation, at any time and without notice, based upon any changes in such factors, in the company's assumptions or otherwise. The company undertakes no obligation to release publicly any revisions to its forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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