

PROSPECTUS SUPPLEMENT

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(To Prospectus dated October 30, 1997)

1,071,533 Shares

ACTIVISION, INC.

Common Stock

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This Prospectus Supplement relates to 1,071,533 shares of Common Stock (the "Common Stock"), par value \$.000001 per share, of Activision, Inc. (the "Company") being offered for the account of certain of the Company's stockholders (each a "Selling Stockholder" and collectively the "Selling Stockholders"). See "Selling Stockholders." This Prospectus Supplement reflects the transfer, by gift, of shares of Common Stock from Brian and Steven Raffel to certain Selling Stockholders and sales by various Selling Stockholders since the date of the Prospectus.

The Company is a leading diversified international publisher and developer of interactive entertainment software. The Company's products span a wide range of product genres, including action, adventure, strategy and simulation. Since its founding in 1979, the Company has published hundreds of entertainment software products for a variety of personal computer and console platforms. See "The Company" in the Prospectus (as defined below).

The Common Stock is traded on the NASDAQ National Market System under the symbol "ATVI." On February 18, 1998, the last sale price for the Common Stock as reported on the NASDAQ National Market System was \$13.8125 per share.

No underwriting is being utilized in connection with this registration of Common Stock and, accordingly, the shares of Common Stock are being offered without underwriting discounts. The expenses of this registration will be paid by the Company. Normal brokerage commissions, discounts and fees will be payable by the Selling Stockholders.

For a discussion of certain matters which should be considered by prospective investors, see "Risk Factors" commencing on page 3 of the Prospectus.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is February 19, 1998.

SELLING STOCKHOLDERS

The following table, which sets forth certain information regarding the beneficial ownership of Common Stock by the Selling Stockholders as of February 12, 1998, has been updated from the table contained in the Prospectus dated October 30, 1997 (the "Prospectus") to include donees to the shares of the Common Stock previously listed as owned by Brian Raffel and Steven Raffel, each as a Selling Stockholder. Such update reflects the (i) transfer, by gift, on December 11, 1997 of 12,087 shares of the Common Stock by Steven Raffel to various employees of Raven Software Corporation ("Raven") and others and the transfer on February 5, 1998 of 2,400 shares of the Common Stock as payment for legal services rendered, (ii) transfer, by gift, on December 11, 1997 of 15,213 shares of the Common Stock by Brian Raffel to various employees of Raven and others and the transfer on February 5, 1998 of 2,400 shares of the Common Stock as payment for legal services rendered and (iii) sales of shares of Common Stock by certain Selling Stockholders since the date of the Prospectus.

Name and Address of Selling Stockholder	Beneficial Ownership of Common Stock Prior to the Offering		Number of Shares of Common Stock Being Offered
	Number of Shares	Percentage of Class	

Brian Raffel Three Point Place, Suite 1 Madison, Wisconsin 53719	485,605	3.2%	485,605(2)
Steven Raffel Three Point Place, Suite 1 Madison, Wisconsin 53719	488,731	3.2%	488,731(2)
Michael Crowns Three Point Place, Suite 1 Madison, Wisconsin 53719	33,564	(1)	33,564
Stephen P. Hurley c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	2,533	(1)	2,533
Mark D. Burish c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	933	(1)	933
Kevin K. Milliken c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	2,533	(1)	2,533
Daniel J. Schlichting c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	201	(1)	201

Name and Address of Selling Stockholder -----	Beneficial Ownership of Common Stock Prior to the Offering -----		Number of Shares of Common Stock Being Offered -----
	Number of Shares	Percentage of Class	
Mark D. Burish Cust FBO Nicole Burish c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	800	(1)	800
Mark D. Burish Cust FBO Adam Burish c/o Hurley Burish & Milliken, S.C. 301 North Broom Street Madison, Wisconsin 53703	800	(1)	800
Bruce Willis as Trustee for Willis Family Trust c/o William Morris Agency, Inc. 151 El Camino Drive Beverly Hills, California 90212	84,870	(1)	28,483
William Morris Agency, Inc. 151 El Camino Drive Beverly Hills, California 90212	9,430	(1)	3,165
Joan Marie Raffel 625 Mahogany Way Verona, Wisconsin 53593	360	(1)	360
Brian Pelletier 5800 Tudor Drive Fitchburg, Wisconsin 53711	1,875	(1)	1,875
Eric C. Biessman 3406 Valley Ridge Road, Apt. 102 Middleton, Wisconsin 53562	1,200	(1)	1,200
Rick Johnson 502 North High Point Road Madison, Wisconsin 53717	1,600	(1)	1,600
Brian Shubat 1134 Gammon Lane, Apt. 4 Madison, Wisconsin 53719	400	(1)	400

Name and Address of Selling Stockholder -----	Beneficial Ownership of Common Stock Prior to the Offering -----		Number of Shares of Common Stock Being Offered -----
	Number of Shares	Percentage of Class	
Robert Love 413 South Main Street Monticello, Wisconsin 53570	800	(1)	800
James Monroe 757 Kottke Drive Madison, Wisconsin 53719	800	(1)	800
Scott F. Rice 5254 Brindisi Court, Apt. 6 Middleton, Wisconsin 53562	600	(1)	600
Jeffrey P. Lampo 5122 Churchill Lane, Apt. 8 Middleton, Wisconsin 53562	400	(1)	400
Ronnie D. Midthun 10 East Gorham Street, Apt. 3 Madison, Wisconsin 53703	400	(1)	400
Chris Foster 570 W. Blackhawk Dr. #2 Fort Atkinson, Wisconsin 53538	400	(1)	400
Joshua Heitzman 1301 Spring Street, Apt. 609 Madison, Wisconsin 53715	400	(1)	400
Daniell Freed 2001 Frisch Drive Madison, Wisconsin 53711	400	(1)	400
Timothy C. Moore 1010 Sunnyvale Lane, Apt. K Madison, Wisconsin 53713	400	(1)	400
Nathan Albury 502 North High Point Road Madison Wisconsin 53717	400	(1)	400
Michael Gummelt 222 Randolph Drive, Apt. 319A Madison, Wisconsin 53717	400	(1)	400

Name and Address of Selling Stockholder -----	Beneficial Ownership of Common Stock Prior to the Offering -----		Number of Shares of Common Stock Being Offered -----
	Number of Shares	Percentage of Class	
Jeff DeWitt 2933 Fish Hatchery Road, Apt. 205 Madison, Wisconsin 53713	400	(1)	400
Thomas R. Odell 7502 Westward Way, Apt. 114 Madison, Wisconsin 53717	400	(1)	400
Linda L. Coey 1505 Wayridge Madison, Wisconsin 53704	400	(1)	400
Bobby Duncanson 7502 Westward Way #207 Madison, Wisconsin 53717	400	(1)	400
Kenn E. Hoekstra 1121 Talcott Avenue Fort Atkinson, Wisconsin 53538	400	(1)	400
Kim Lathrop 3148 Muir Field Road, Apt. 304 Madison, Wisconsin 53719	400	(1)	400
Chia Chin Lee 3010 Harvey Street, Apt. 2 Madison, Wisconsin 53705	400	(1)	400
Kelson Alexander Raffel 319 Birchwood Lane Verona, Wisconsin 53593-8355	1250	(1)	1250
Ashlyn Brienne Raffel 319 Birchwood Lane Verona, Wisconsin 53593-8355	1250	(1)	1250
Bryce Nelson Raffel 319 Birchwood Lane Verona, Wisconsin 53593-8355	1250	(1)	1250
Gil Gribb 5310 Larch Lane Plymouth, Minnesota 55442	400	(1)	400

Name and Address of Selling Stockholder -----	Beneficial Ownership of Common Stock Prior to the Offering -----		Number of Shares of Common Stock Being Offered -----
	Number of Shares	Percentage of Class	
Michael D. Werckle 7649 Carrington Dr., Apt. D Madison, Wisconsin 53719	600	(1)	600
Steve Sengele 522 West Wilson, Apt. 202 Madison, Wisconsin 53703	400	(1)	400
Jonathan Zuk 1118 North High Point Rd., Apt. 203 Madison, Wisconsin 53717	400	(1)	400
Matthew T. Pinkston 1109 Wayridge, Apt. 1 Madison, Wisconsin 53704	400	(1)	400
Leslie K. Dorscheid 814 Lexington Waunake, Wisconsin 53597	400	(1)	400
John Scott 105 Grand Canyon Drive Madison, Wisconsin 53705	400	(1)	400
Marcus Whitlock 105 Grand Canyon Drive Madison, Wisconsin 53705	400	(1)	400
John Payne 699 West Mifflin, Apt. 310 Madison, Wisconsin 53703	400	(1)	400
Patrick Lipo 3040 Springfield Road Cross Plains, Wisconsin 53528	1,200	(1)	1,200
Michael Raymond-Judy 3737 Country Grove Drive Madison, Wisconsin 53719	1,800	(1)	1,800
All Selling Stockholders as a group	1,134,185	6.0%	1,071,533

Footnotes continued from previous page.

(1) Less than 1%.

(2) In order to insure that the representations, warranties and covenants made under the Raven Merger Agreement (as defined below) are not breached, and in order to provide a source of indemnification of the Company pursuant to the Raven Merger Agreement, such Selling Stockholder deposited 37,741 shares of Common Stock in an escrow account pursuant to a warranty escrow agreement until the earlier of (1) the date of the first audit of the combined enterprises' financial statements is completed, (2) August 26, 1998 or (3) the date set forth in a written direction executed by the Company and Brian Raffel and Steven Raffel.

The Company has entered into an agreement and plan of reorganization (the "Raven Merger Agreement") with Raven Software Corporation of which Brian and Steven Raffel and Michael Crowns were the sole shareholders, and has entered into a license and personal services agreement with Bruce Willis. Other than such contracts, and the fact that many of the Selling Stockholders are either employees, or relatives or spouses of employees, of Raven, which became a wholly owned subsidiary of the Company in August, 1997 pursuant to the Raven Merger Agreement, none of the Selling Stockholders has had a material relationship with the Company within the past three years.