

PROSPECTUS SUPPLEMENT
To Prospectus dated April 26, 1994,
as supplemented February 27, 1995)

Filed pursuant to Rule
424(b)3 of the Securities
Act of 1933 as amended,
with respect to
registration no. 33-68144

11,364,461 Shares

ACTIVISION, INC.

Common Stock

This Prospectus Supplement relates to 11,364,461 shares of Common Stock (the "Common Stock") of Activision, Inc. (the "Company") registered for the account of certain of the Company's stockholders (each a "Selling Stockholder" and collectively, the "Selling Stockholders").

The Common Stock may be sold from time to time by the Selling Stockholders, or by pledgees, donees, transferees or other successors in interest. Such sales may be made on one or more exchanges or in the over-the-counter market, or otherwise, at prices and at terms then prevailing or at prices related to the then current market price, or in negotiated transactions. The shares may be sold by one or more of the following, without limitation: (a) a block trade in which the broker or dealer so engaged will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction, (b) purchases by a broker or dealer as principal and resale by such broker or dealer or for its account pursuant to the Prospectus, as supplemented, (c) an exchange distribution in accordance with the rules of such exchange, and (c) ordinary brokerage transactions and transactions in which the broker solicits purchasers. In addition, any securities covered by the Prospectus which qualify for sale pursuant to Rule 144 may be sold under Rule 144 rather than pursuant to the Prospectus, as supplemented. From time to time the Selling Stockholders may engage in short sales, short sales against the box, puts and calls and other transactions in securities of the Company or derivatives thereof, and may sell and deliver the shares in connection therewith.

From time to time Selling Stockholders may pledge their shares pursuant to the margin provisions of their respective customer agreements with their respective brokers. Upon a default by a Selling Stockholder, the broker may offer and sell the pledged shares of Common Stock from time to time as described under the heading "Plan of Distribution" in the Prospectus, as supplemented.

This Prospectus Supplement is intended to supplement the prospectus dated April 26, 1994, as supplemented by a Supplement dated February 27, 1995, and is filed under Rule 424(b)(3) of the Securities Act of 1933, as amended.

The date of this Supplement is August 28, 1996.

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