

Edgar Filing: ACTIVISION INC /NY - Form SC 13G/A

ACTIVISION INC /NY  
Form SC 13G/A  
February 09, 2001

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

ACTIVISION, INC.

-----  
(Name of Issuer)

Common Stock, \$.000001 par value per share

-----  
(Title of Class of Securities)

4930202

-----  
(CUSIP Number)

December 31, 2000

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 4930202

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1. Names of Reporting Persons.  
I.R.S. Identification Nos. Of Above Persons (entities only): David A. Rocker

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) \_\_\_\_\_ (b) \_\_\_\_\_

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3. SEC Use Only

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4. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	970,160*
	6. Shared Voting Power	0
	7. Sole Dispositive Power	970,160*
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 970,160\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): N/A

11. Percent of Class Represented by Amount in Row (9): 4.0%

12. Type of Reporting Person (See Instructions): IN

\* Amount includes: (i) 671,500 shares of Activision, Inc. common stock, \$.000001 par value per share (the "Common Stock") owned by Rocker Partners, L.P., a New York limited partnership; and (ii) 298,660 shares of Common Stock owned by Compass Holdings, Ltd., a corporation organized under the International Business Companies Ordinance of the British Virgin Islands. David A. Rocker, in his capacity as the sole managing partner of Rocker Partners, L.P., and as the president of Rocker Offshore Management Company, Inc., the investment advisor to Compass Holdings, Ltd., possesses sole voting and dispositive power over all 970,160 shares of Common Stock.

Item 1.

(a) Name Of Issuer: Activision, Inc.

(b) Address of Issuer's Principal Executive Offices: 3100 Ocean Park Boulevard, Santa Monica, CA 90405

Item 2.

(a) Name of Person Filing: David A. Rocker

(b) Address of Principal Business Office or, if none, Residence: c/o Rocker Partners, L.P., Suite 1759, 45 Rockefeller Plaza, New York, New York 10111

(c) Citizenship: United States

(d) Title of Class of Securities: Common Stock, \$.000001 par value per share

(e) CUSIP Number: 4930202

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);

(b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

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(d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)  An investment adviser in accordance with ss.240.13d-1(b) (1) (ii) (E);

(f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b) (1) (ii) (F);

(g)  A parent holding company or control person in accordance with Section 240.13d-1(b) (1) (ii) (G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  Group, in accordance with ss.240.13d-1(b) (1) (ii) (J).

Item 4. Ownership.

(a) Amount beneficially owned (as of December 31, 2000): 970,160  
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(b) Percent of Class (as of December 31, 2000): 4.0%  
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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 970,160  
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(ii) Shared power to vote or to direct the vote: 0  
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(iii) Sole power to dispose or to direct the disposition of: 970,160  
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(iv) Shared power to dispose or to direct the disposition of: 0  
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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |X|.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. N/A

Item 8. Identification and Classification of Members of the Group. N/A

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Item 9. Notice of Dissolution of Group. N/A

Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2001  
Date

/s/David A. Rocker  
-----  
David A. Rocker

Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001)