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ACTIVISION INC /NY  
Form 8-K  
September 29, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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) September 29, 2005

-----  
(July 26, 2005)  
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ACTIVISION, INC.

-----  
(Exact Name of Registrant as Specified in Charter)

Delaware

0-12699

95-4803544

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

3100 Ocean Park Blvd., Santa Monica, CA

90405

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(Address of Principal Executive Offices)

(Zip Code)

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Registrant's telephone number, including area code (310) 255-2000  
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NA

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(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))

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Item 1.01. Entry into a Material Definitive Agreement.

On July 26, 2005, the Board of Directors of Activision, Inc. (the "Company") approved the recommendations jointly made by its Nominating and Corporate Governance Committee and its Compensation Committee to adjust the cash compensation to be paid to non-employee directors, effective at the Company's 2005 Annual Meeting, which took place on September 15, 2005. Non-employee directors elected at the meeting received the compensation listed in the table below. In addition to the compensation listed in the table, non-employee directors are reimbursed for expenses incurred in attending Board, committee and stockholder meetings.

|  | Effective<br>September, 2005 |
|--|------------------------------|
| Cash Compensation for Directors  |                              |
| -----  |                              |
| Annual Retainer  | \$45,000                     |
| For Each Board Meeting   | \$1,500                      |
| For Each Telephone Board Meeting   | \$1,000                      |
| For Each Committee Meeting   | \$1,000                      |
| For Each Telephone Committee Meeting   | \$750                        |
| For Serving as Chairman of the Audit Committee                               | \$20,000                     |
| For Serving as Chairman of the Compensation Committee                        | \$20,000                     |
| For Serving as Chairman of the Nominating and Corporate Governance Committee | \$10,000                     |
| Per Day for Special Assignments  | \$1,000                      |
| For Serving as an Audit Committee Member                                     | \$5,000                      |
| Equity Compensation for Directors  |                              |
| -----  |                              |
| Annual Stock Option Grant upon Re-election to the Board                      | 12,500                       |
| Initial Stock Option Grant upon Appointment or Election to the Board         | 30,000                       |

These options vest ratably every six months over a two-year period.

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### 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: September 29, 2005

ACTIVISION, INC.

By: /s/ Ronald Doornink

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Name: Ronald Doornink  
Title: President

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