

ACTIVISION INC /NY
Form 10-Q/A
June 07, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
FORM 10-Q/A

(Mark
one)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the Quarterly Period Ended June 30, 2006
OR
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 0-12699

ACTIVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3100 Ocean Park Boulevard, Santa Monica, CA
(Address of principal executive offices)

95-4803544

(I.R.S. Employer Identification No.)

90405

(Zip Code)

(310) 255-2000

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The number of shares of the registrant's Common Stock outstanding as of June 1, 2007 was 283,310,734.

ACTIVISION, INC. AND SUBSIDIARIES

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CAUTIONARY STATEMENT

This Amended Quarterly Report on Form 10-Q/A contains, or incorporates by reference, certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, (1) projections of revenues, expenses, income or loss, earnings or loss per share, cash flow projections or other financial items; (2) statements of our plans and objectives, including those relating to product releases; (3) statements of future economic performance; and (4) statements of assumptions underlying such statements. We generally use words such as anticipate, believe, could, estimate, expect, forecast, future, intend, may, plan, positioned, potential, project, scheduled, set to, subject to, upcoming and other similar expressions to help identify forward-looking statements. These forward-looking statements are subject to business and economic risk, reflect management's current expectations, estimates and projections about our business, and are inherently uncertain and difficult to predict. Our actual results could differ materially. The forward-looking statements contained herein speak only as of the date on which they were made, and we disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report. Risks and uncertainties that may affect our future results include, but are not limited to, those discussed under the heading Risk Factors, included in Part II Item 1A. All references to we, us, our, Activision or the Company in the following discussion and analysis mean Activision, Inc. and its subsidiaries.

EXPLANATORY NOTE

We are amending our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2006 as filed with the Securities and Exchange Commission (the SEC) on August 8, 2006 (the Original Filing) to restate our consolidated financial statements as of June 30, 2006 and for the three months ended June 30, 2006 and 2005 and the related disclosures. See Note 2, Restatement of Unaudited Consolidated Financial Statements, of the Notes to the Consolidated Financial Statements for a detailed discussion of the effect of the restatement. The impacts of the restatement adjustments extend to periods from the fiscal year ended March 31, 1994 through the fiscal quarter ended June 30, 2006. We have restated our consolidated financial statements for the year ended March 31, 2006 and we filed an Amended Annual Report on Form 10-K/A with the SEC on May 25, 2007. In these restated consolidated financial statements, the cumulative compensation expense, including the related income tax impacts, as of March 31, 2003, is recognized as a net decrease to beginning retained earnings as of March 31, 2003. All share and per share information presented in this report has been adjusted to reflect splits and dividends of our common stock.

The restatement reflects the findings of a special subcommittee of independent members of our Board of Directors, which was established in July 2006 to review our historical stock option granting practices (the Special Subcommittee). The Special Subcommittee conducted its investigation with the assistance of Munger Tolles & Olson LLP as its independent counsel and Deloitte & Touche USA LLP (Deloitte) as forensic accounting experts retained by counsel. The Special Subcommittee found that 3,450 of the option grants reviewed, covering 148,747,202 shares, required measurement date corrections. As a result, we recorded approximately \$66.7 million in additional pre-tax \$45.4 million after-tax non-cash stock-based compensation expense over the thirteen year period from April 1, 1993 through March 31, 2006 in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25), and \$0.6 million in additional pre-tax non-cash stock-based compensation expense during the quarter ended June 30, 2006 in accordance with Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment. More than 80% or \$55.4 million of the \$66.7 million relates to periods through March 31, 2003 and 4% or \$2.6 million of the non-cash pre-tax expense relates to the fiscal year 2006. Separately, the restatement reflects an additional \$1.7 million pre-tax charge (\$1.1 million after-tax) related to recently identified insufficient payroll tax withholdings in fiscal 2005.

In connection with the restatement of stock-based compensation expense, we are also restating the pro forma disclosures for stock-based compensation expense required under SFAS No. 123, Accounting for Stock Based Compensation included in Note 2 of the Notes to the Consolidated Financial Statements.

The Special Subcommittee reviewed 4,849 option grants covering 204,230,604 shares and found that 3,450 grants covering 148,747,202 shares required measurement date corrections. A majority of the grants requiring measurement date corrections (measured by number of shares) occurred on 16 dates over the 15-year period. The need for these measurement date corrections arose from failure to understand and apply the correct accounting rules, failure to establish and maintain adequate procedures and controls, failure on certain occasions to appreciate the implications of available information, and insufficient finality and documentation. As a result, the exercise prices

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for certain options were affected by selection of grant dates with hindsight, which led to errors in the determination of measurement dates, and we did not correctly account for modifications and repricings after initial grant dates.

The Special Subcommittee found that four individuals – former heads of human resources, finance and legal, and a senior partner of our former outside corporate law firm who sat on and acted as secretary to our Board – bore significant responsibility, in varying degrees, for measurement date inaccuracies by virtue of their positions and/or involvement in the option granting process at varying times. The Special Subcommittee made no finding as to intentional wrongdoing by these individuals.

The Special Subcommittee also determined that Robert A. Kotick (chairman of the board and chief executive officer), Brian G. Kelly (co-chairman of the board), Ronald Doornink (director and senior advisor), and George Rose (senior vice president, general counsel and secretary) did not engage in intentional wrongdoing with respect to our stock option granting practices.

For more information on these matters, please refer to Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations; Item 4, Controls and Procedures; and Note 2 of the Notes to the Consolidated Financial Statements.

We have not amended, and we do not intend to amend, any of our other previously filed Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for the periods affected by the restatement other than our Annual Report on Form 10-K/A for the year ended March 31, 2006 and our Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2006 originally filed with the SEC on August 8, 2006. For this reason, the Consolidated Financial Statements and related financial information contained in any related previously filed financial reports should no longer be relied upon.

For the convenience of the reader, this Form 10-Q/A sets forth the Original Filing in its entirety, as amended by, and to reflect, the restatement. This Form 10-Q/A also reflects certain corrections to the exhibit index of the Original Filing that came to our attention in the course of preparing this Form 10-Q/A and other pending filings. The following sections of this Form 10-Q/A have been amended to reflect the restatement and exhibit index corrections.

Part I – Item 1 – Financial Statements (Restated);

Part I – Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations, as to matters related to the restatement;

Part I – Item 4 – Controls and Procedures;

Part II – Item 1A – Risk Factors as to matters related to the restatement; and

Part II – Item 6 – Exhibits.

In addition, in accordance with applicable rules and regulations promulgated by the SEC, this Form 10-Q/A includes updated certifications from our Chief Executive Officers and Chief Financial Officer as Exhibits 31.1, 31.2, 31.3, 32.1, 32.2, and 32.3.

Other than as stated above, this Form 10-Q/A continues to speak as of June 30, 2006 or (where applicable) as of the date of the Original Filing, and the information in this Form 10-Q/A does not modify or update any other item or disclosure in the Original Filing or reflect any other events occurring after the Original Filing.

This Amended Quarterly Report on Form 10-Q/A should be read in conjunction with our Amended Annual Report on Form 10-K/A for the year ended March 31, 2006, filed with the SEC on May 25, 2007, and our current reports on Form 8-K that have been filed subsequent to the date of the Original Filing.

FINANCIAL INFORMATION.

Item 1. Financial Statements.

ACTIVISION, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	June 30, 2006 (Unaudited) As restated(1)	March 31, 2006 As restated(1)
Assets		
Current assets:		
Cash and cash equivalents	\$ 245,023	\$ 354,331
Short-term investments	547,553	590,629
Accounts receivable, net of allowances of \$87,155 and \$98,253 at June 30, 2006 and March 31, 2006, respectively	65,361	28,782
Inventories	64,095	61,483
Software development	65,650	40,260
Intellectual property licenses	23,844	4,973
Deferred income taxes	12,245	9,664
Other current assets	40,229	25,933
Total current assets	1,064,000	1,116,055
Software development	12,982	20,359
Intellectual property licenses	73,100	82,073
Property and equipment, net	43,986	45,368
Deferred income taxes	57,349	52,545
Other assets	4,113	1,409
Goodwill	180,646	100,446
Total assets	\$ 1,436,176	\$ 1,418,255
Liabilities and Shareholders Equity		
Current liabilities:		
Accounts payable	\$ 73,344	\$ 88,994
Accrued expenses	87,142	104,862
Total current liabilities	160,486	193,856
Other liabilities	40,960	1,776
Total liabilities	201,446	195,632
Commitments and contingencies (Note 15)		
Shareholders equity:		
Preferred stock, \$.000001 par value, 3,750,000 shares authorized, no shares issued at June 30, 2006 and March 31, 2006		
Series A Junior Preferred stock, \$.000001 par value, 1,250,000 shares authorized, no shares issued at June 30, 2006 and March 31, 2006		
Common stock, \$.000001 par value, 450,000,000 shares authorized, 280,315,487 and 277,020,898 shares issued and outstanding at June 30, 2006 and March 31, 2006, respectively		
Additional paid-in capital	909,584	867,297
Retained earnings	323,681	341,990
Accumulated other comprehensive income	1,465	16,369
Unearned compensation		(3,033)

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Total shareholders' equity	1,234,730	1,222,623
Total liabilities and shareholders' equity	\$ 1,436,176	\$ 1,418,255

(1) See Note 2 - Restatement of Unaudited Consolidated Financial Statements.

The accompanying notes are an integral part of these consolidated financial statements.

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ACTIVISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share data)

	For the three months ended June 30,	
	2006	2005
	As restated(1)	As restated(1)
Net revenues	\$ 188,069	\$ 241,093
Costs and expenses:		
Cost of sales — product costs	108,623	136,754
Cost of sales — software royalties and amortization	19,261	14,576
Cost of sales — intellectual property licenses	9,916	20,940
Product development	25,625	18,078
Sales and marketing	36,179	46,367
General and administrative	21,914	18,697
Total costs and expenses	221,518	255,412
Operating loss	(33,449)	(14,319)
Investment income, net	8,275	7,348
Loss before income tax benefit	(25,174)	(6,971)
Income tax benefit	(6,865)	(2,724)
Net loss	\$ (18,309)	\$ (4,247)
Basic loss per share	\$ (0.07)	\$ (0.02)
Weighted average common shares outstanding	278,335	269,141
Diluted loss per share	\$ (0.07)	\$ (0.02)
Weighted average common shares outstanding assuming dilution	278,335	269,141

(1) See Note 2 — Restatement of Unaudited Consolidated Financial Statements.

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	For the three months ended June 30,	
	2006	2005
	As restated(1)	As restated(1)
Cash flows from operating activities:		
Net loss	\$ (18,309)	\$ (4,247)
Adjustments to reconcile net loss to net cash used in operating activities:		
Deferred income taxes	(6,797)	(8,615)
Realized gain on sale of short term investments	(2)	(1,343)
Depreciation and amortization	4,421	3,161
Amortization of capitalized software development costs and intellectual property licenses	21,116	21,815
Stock-based compensation expense	5,849	866
Tax benefit of stock option exercises	2,763	5,871
Excess tax benefit from stock option exercises	(2,005)	
Changes in operating assets and liabilities (net of effects of acquisitions):		
Accounts receivable	(25,469)	14,383
Inventories	1,012	2,882
Software development and intellectual property licenses	(44,862)	(37,005)
Other assets	637	943
Accounts payable	(22,058)	(43,532)
Accrued expenses and other liabilities	(19,969)	(9,654)
Net cash used in operating activities	(103,673)	(54,475)
Cash flows from investing activities:		
Capital expenditures	(2,631)	(5,231)
Cash payments to effect business combinations, net of cash acquired	(30,500)	(6,925)
Increase in restricted cash		(7,500)
Purchases of short-term investments	(63,455)	(73,756)
Proceeds from sales and maturities of short-term investments	80,967	66,892
Net cash used in investing activities	(15,619)	(26,520)
Cash flows from financing activities:		
Proceeds from issuance of common stock to employees	4,837	13,169
Excess tax benefit from stock option exercises	2,005	
Net cash provided by financing activities	6,842	13,169
Effect of exchange rate changes on cash	3,142	(3,441)
Net decrease in cash and cash equivalents	(109,308)	(71,267)
Cash and cash equivalents at beginning of period	354,331	313,608
Cash and cash equivalents at end of period	\$ 245,023	\$ 242,341

(1) See Note 2 Restatement of Unaudited Consolidated Financial Statements.

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY
For the three months ended June 30, 2006
(Unaudited)
(In thousands)

	Common Stock Shares	Amounts	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Unearned Compensation	Shareholders Equity
Balance, March 31, 2006, as restated(1)	277,021	\$	\$ 867,297	\$ 341,990	\$ 16,369	\$ (3,033)) \$ 1,222,623
Components of comprehensive income:							
Net loss, as restated(1)				(18,309))		(18,309)
Unrealized depreciation on short-term investments (net of tax benefit of \$7.1 million)					(18,482))	(18,482)
Foreign currency translation adjustment, as restated(1)					3,578		3,578
Total comprehensive loss, as restated(1)							(33,213)
Issuance of common stock pursuant to employee stock option and stock purchase plans	912		4,837				4,837
Issuance of stock to effect business combination	2,382		30,000				30,000
Stock based compensation expense related to employee stock options, restricted stock, and employee stock purchases, as restated(1)			7,720				7,720
Tax benefit attributable to employee stock options and common stock warrants, as restated(1)			2,763				2,763
Reclassification of unearned compensation			(3,033))		3,033	
Balance, June 30, 2006, as restated(1)	280,315	\$	\$ 909,584	\$ 323,681	\$ 1,465	\$) \$ 1,234,730

(1) See Note 2 Restatement of Unaudited Consolidated Financial Statements

The accompanying notes are an integral part of these consolidated financial statements.

ACTIVISION, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)
For the three months ended June 30, 2006

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying Consolidated Financial Statements include the accounts of Activision, Inc. and its subsidiaries (Activision or we). The information furnished is unaudited and consists of only normal recurring adjustments that, in the opinion of management, are necessary to provide a fair statement of the results for the interim periods presented. The Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements included in our Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006 as filed with the Securities and Exchange Commission (SEC) on May 25, 2007.

Software Development Costs and Intellectual Property Licenses

Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with SFAS No. 86, Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed. Software development costs are capitalized once technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of cost of sales software royalties and amortization, capitalized costs when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to product development expense. We evaluate the future recoverability of capitalized amounts on a quarterly basis. The recoverability of capitalized software development costs is evaluated based on the expected performance of the specific products for which the costs relate. Criteria used to evaluate expected product performance include: historical performance of comparable products using comparable technology; orders for the product prior to its release; and estimated performance of a sequel product based on the performance of the product on which the sequel is based.

Commencing upon product release, capitalized software development costs are amortized to cost of sales software royalties and amortization based on the ratio of current revenues to total projected revenues, generally resulting in an amortization period of six months or less. For products that have been released in prior periods, we evaluate the future recoverability of capitalized amounts on a quarterly basis. The primary evaluation criterion is actual title performance.

Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established, as well as in the ongoing assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than, and/or revised forecasted or actual costs are greater than, the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge.

Intellectual property license costs represent license fees paid to intellectual property rights holders for use of their trademarks, copyrights, software, technology, or other intellectual property or proprietary rights in the development of our products. Depending upon the agreement with the rights holder, we may obtain the rights to use acquired intellectual property in multiple products over multiple years, or alternatively, for a single product.

We evaluate the future recoverability of capitalized intellectual property licenses on a quarterly basis. The recoverability of capitalized intellectual property license costs is evaluated based on the expected performance of the specific products in which the licensed trademark or copyright is to be used. As many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property. Prior to the related product's release, we expense, as part of cost of sales intellectual property licenses, capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Criteria used to evaluate expected product performance include: historical performance of comparable products using comparable technology; orders for the product prior to its release; and estimated performance of a sequel product based on the performance of the product on which the sequel is based.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to cost of sales intellectual property licenses based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year. For intellectual property included in products that have been released, we evaluate the future recoverability of capitalized amounts on a quarterly basis. The primary evaluation criterion is actual title performance.

Significant management judgments and estimates are utilized in the assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than, and/or revised forecasted or actual costs are greater than, the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Additionally, as noted above, as many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property and the rights holder's continued promotion and exploitation of the intellectual property. Material differences may result in the amount and timing of charges for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

Revenue Recognition

We recognize revenue from the sale of our products upon the transfer of title and risk of loss to our customers. Certain products are sold to customers with a street date (the date that products are made widely available by retailers). For these products we recognize revenue no earlier than the street date. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection. With respect to license agreements that provide customers the right to make multiple copies in exchange for guaranteed amounts, revenue is recognized upon delivery of such copies. Per copy royalties on sales that exceed the guarantee are recognized as earned. In addition, in order to recognize revenue for both product sales and licensing transactions, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable. Revenue recognition also determines the timing of certain expenses, including cost of sales intellectual property licenses and cost of sales software royalties and amortization.

Sales incentives or other consideration given by us to our customers is accounted for in accordance with the Financial Accounting Standards Board's Emerging Issues Task Force (EITF) Issue 01-9, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products). In

accordance with EITF Issue 01-9, sales incentives and other consideration that are considered adjustments of the selling price of our products, such as rebates and product placement fees, are reflected as reductions of revenue. Sales incentives and other consideration that represent costs incurred by us for assets or services received, such as the appearance of our products in a customer's national circular ad, are reflected as sales and marketing expenses.

Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence

In determining the appropriate unit shipments to our customers, we benchmark our titles using historical and industry data. We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers, and the anticipated timing of other releases in order to assess future demands of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated to ensure that quantities are sufficient to meet the demands from the retail markets but at the same time, are controlled to prevent excess inventory in the channel.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances when we elect to decrease the wholesale price of a product by a certain amount and, when granted and applicable, allows customers a credit against amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection are, among other things, compliance with applicable payment terms, delivery to us of weekly inventory and sell-through reports, and consistent participation in the launches of our premium title releases. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors. Management must make estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres, historical performance of the hardware platform, historical performance of the brand, console hardware life cycle, Activision sales force and retail customer feedback, industry pricing, weeks of on-hand retail channel inventory, absolute quantity of on-hand retail channel inventory, our warehouse on-hand inventory levels, the title's recent sell-through history (if available), marketing trade programs, and competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy. Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period. Based upon historical experience we believe our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our June 30, 2006 allowance for returns and price protection would impact net revenues by \$0.8 million.

Similarly, management must make estimates of the uncollectibility of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We value inventory at the lower of cost or market. We regularly review inventory quantities on hand and in the retail channel and record a provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

Stock-Based Compensation Expense

On April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment, (SFAS No. 123R) which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors including employee stock options and employee stock purchases related to the Employee Stock Purchase Plan (employee stock purchases) based on estimated fair values. SFAS No. 123R supersedes our previous accounting under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25). In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 107 (SAB 107) relating to SFAS No. 123R. We have applied the provisions of SAB 107 in our adoption of SFAS No. 123R.

We adopted SFAS No. 123R using the modified prospective transition method, which requires the application of the accounting standard as of April 1, 2006, the first day of our fiscal year 2007. The Company's Consolidated Financial Statements as of and for the three months ended June 30, 2006 reflect the impact of SFAS No. 123R. In accordance with the modified prospective transition method, the Company's Consolidated Financial Statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS No. 123R. Stock-based compensation expense recognized under SFAS No. 123R for the three months ended June 30, 2006 was \$5.8 million. See Note 16 for additional information.

SFAS No. 123R requires companies to estimate the fair value of share-based payment awards on the measurement date using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Consolidated Statement of Operations. Prior to the adoption of SFAS No. 123R, the Company accounted for stock-based awards to employees and directors using the intrinsic value method in accordance with APB No. 25 as allowed under Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS No. 123). Under APB No. 25, compensation expense was recorded for the issuance of stock options and other stock-based compensation based on the intrinsic value of the stock options and other stock-based compensation on the measurement date. Under the intrinsic value method, compensation expense was recorded on the date of grant or measurement date only if the current market price of the underlying stock exceeded the stock option or other stock-based award's exercise price. For the three months ended June 30, 2005, we recognized \$0.9 million of stock-based compensation expense related to employee stock options, restricted stock, and employee stock purchases under APB No. 25. See Notes 2 and 16 for additional information.

Stock-based compensation expense recognized during the period is based on the value of the portion of share-based payment awards that is ultimately expected to vest during the period. Stock-based compensation expense recognized in our Consolidated Statement of Operations for the first quarter of fiscal 2007 included compensation expense for share-based payment awards granted prior to, but not yet vested as of April 1, 2006, based on the grant date fair value estimated in accordance with the pro forma provisions of SFAS No. 123 and compensation expense for the share-based payment awards granted subsequent to April 1, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123R. As stock-based compensation expense recognized in the Consolidated Statement of Operations for the first quarter of fiscal 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

As of April 1, 2005, we changed our method of valuation for share-based awards to a binomial-lattice model from the Black-Scholes option-pricing model (Black-Scholes model) which was used for options granted prior to April 1, 2005. For additional information, see Note 16. Our determination of fair value of share-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to our expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

Restricted Stock

In June 2005, we issued the rights to 155,763 shares of restricted stock to an employee. Additionally, in October 2005 we issued the rights to 96,712 shares of restricted stock to an employee. These shares vest over a five-year period and remain subject to forfeiture if vesting conditions are not met. In accordance with APB No. 25, we recognized unearned compensation in connection with the grant of restricted shares equal to the fair value of our common stock on the date of grant. The fair value of these shares when issued was approximately \$12.84 and \$15.51 per share, respectively, and resulted in increases in Additional paid-in capital and Unearned compensation of \$2.0 million and \$1.5 million on the respective balance sheets at the times of grant. Prior to the adoption of SFAS No. 123R, we reduced unearned compensation and recognized compensation expense over the vesting periods. Upon adoption of SFAS No. 123R, unearned compensation was reclassified against additional paid in capital and we will increase additional paid in capital and recognize compensation expense over the respective remaining vesting periods. For the first quarter of fiscal 2007, we recorded expense related to these shares of approximately \$175,000, which was included as a component of stock-based compensation expense within General and administrative on the accompanying statements of operations. Since issuance, we have recognized \$642,000 of the \$3.5 million of unearned compensation with the remainder to be recognized over a weighted-average period of 4.1 years.

2. Restatement of Unaudited Consolidated Financial Statements

The restatement reflects the findings of the Special Subcommittee of independent members of our Board of Directors, which was established in July 2006 to review our historical stock option granting practices.

Background of Review: In June 2006, two investment companies published reports analyzing companies in the video game publishing industry (including the Company) for potentially problematic option grants. In response to these reports, we directed Bryan Cave LLP, which was then our outside counsel, to review historic stock option grants to our senior executive officers, including grants identified in the published investment company reports, and to compile materials relating to such grants. In July 2006, two stockholder derivative lawsuits were filed against certain of our current and former officers and directors alleging improprieties in our issuance of stock options. On July 25, 2006, the Board approved the appointment of a Special Subcommittee of independent directors to conduct a comprehensive independent review of our practices and policies relating to the granting of stock options (the Special Subcommittee).

Scope of Review: On or about August 4, 2006, the Special Subcommittee retained the law firm of Munger Tolles & Olson LLP to serve as counsel to the Special Subcommittee and to assist the Special Subcommittee in conducting its review. Counsel to the Special Subcommittee thereafter retained Deloitte & Touche USA LLP (Deloitte), an independent registered public accounting firm, to assist in a review of facts and circumstances regarding our historical stock option grants and to advise Special Subcommittee counsel on accounting issues with respect to the stock option grants.

Findings: The Special Subcommittee reviewed 4,849 option grants covering 204,230,604 shares, or about 86% of the 237,756,486 options granted in the period covering from fiscal year 1992 through fiscal year 2006 and the first five months of fiscal year 2007 (including the quarterly period covered by this Amended Quarterly Report on Form 10-Q/A), and found that 3,450 grants covering 148,747,202 shares required measurement date corrections. Of the options found to require measurement date corrections, a majority covering approximately 88,250,000 shares, were granted to non-officer employees or former officers of the Company, while options covering approximately 60,500,000 shares were granted to current officers and directors.

A majority of the grants requiring measurement date corrections (measured by number of shares) occurred on 16 dates over the 15-year period reviewed by the Special Subcommittee. Twelve annual grants, covering 29,423,701 shares, were found to require measurement date corrections, including almost 100% of the options included in the annual grants made in the 10 calendar years 1996 through 2005 and approximately 5.9% of the annual grants made in calendar year 2006 (covering 24.3% of the shares covered by the 2006 annual grants). In addition, acquisition grants covering 4,656,491 million shares were found to require measurement date corrections. The remaining grants requiring measurement date corrections

(covering 114,667,010 shares), consisted of various employment service related grants over the 15-year period reviewed by the Special Subcommittee, which included employment contract related grants (new contracts or the renewal of existing contracts), new hire grants, promotion grants, merit and bonus grants, and retention incentive grants.

The need for these measurement date corrections arose from failure to understand and apply the correct accounting rules, failure to establish and maintain adequate procedures and controls, failure on certain occasions to appreciate the implications of available information, and insufficient finality and documentation. As a result, the exercise prices for certain options were affected by selection of grant dates with hindsight, which led to errors in the determination of measurement dates, and we did not correctly account for modifications and repricings after initial grant dates.

Determination of Measurement Dates: According to APB No. 25, the measurement date is the first date on which proper approval is obtained and all of the following are known: (1) the individual employee who is entitled to receive the option grant, (2) the number of options that an individual employee is entitled to receive, and (3) the option's exercise price. To correct the measurement date inaccuracies, we re-determined the measurement date based on the date when all APB No. 25 criteria were satisfied. Effective April 1, 2006, the determination of the measurement date in accordance with SFAS No. 123R additionally includes the requirement to communicate the terms of the option award to the grantee. In re-determining the most appropriate measurement date of an option grant, we considered meeting minutes and other documents of our Board of Directors, including minutes of the Compensation Committee, in addition to the following data:

- reports on Form 4 filed with the SEC;
- personnel files;
- payroll records;
- information obtained in interviews with various current and former Company employees and members of our Board of Directors;
- various records maintained by our human resources department;
- contemporaneous emails; and
- the date on which such grants were entered into the Company's stock option system (option entry date) and thereby constructively communicated to each recipient via each recipient's individual stock option account as administered by a third-party on-line broker.

For grants where there was not sufficient evidence and documentation to support the original measurement date or to determine the precise date when the number of options and exercise price were finalized, we used all available relevant information to form a reasonable conclusion as to the most likely measurement date for such option grants.

Over the 15 year review period covering from fiscal year 1992 through fiscal year 2006 and the first five months of fiscal 2007 (including the quarterly period covered by this Amended Quarterly Report on Form 10-Q/A), over 80% of all grants, representing over 90% of all shares, were either individually reviewed (such as an employment contract grant) or were reviewed as a separate block of grants (such as annual grants or acquisition related grants) or as an identifiable category of grants with common characteristics. The remaining 1,489 grants, representing less than 8% of all shares, were not individually reviewed and did not appear to have any unusual pricing or other characteristics indicating a need for full individual review. Sampling and other analysis indicated that these remaining grants consisted of grants to rank-and-file employees, largely in the categories of employment contract, bonus, and other miscellaneous grants. These remaining grants, for the 5 year period from fiscal year 2002 through fiscal year 2006, represented 4,953,230 shares and 2% of all the shares granted during the entire 15 year review period. Various analytics and sensitivities were performed to determine whether these remaining grants had any unique pricing or other characteristics. None were identified. For perspective as a sensitivity

analysis, if the high market price between the option grant date and the option entry date (the date on which such grants were entered into the Company's stock option system and available to employees) was used as an alternative measurement date price for a sampling of grants based on distribution patterns and price ranges, the total additional non-cash pre-tax stock-based compensation expense would be approximately \$2.5 million spread over a period from fiscal year 1994 through fiscal year 2006, and approximately \$1.3 million of non-cash pre-tax stock-based compensation expense would impact the five fiscal years from 2002 through 2006. Given the immaterial number of shares and limited potential income statement impact, along with the absence of unique pricing or other characteristics, additional review procedures were not deemed necessary for these remaining grants and were therefore not applied, and no change was made to the original grant date as the measurement date.

The following is a summary of the primary stock-option accounting errors underlying this restatement and their impact in key categories of option grants.

Grant Dates and Exercise Prices Based on Employment Service Related Business Events Insufficient to Support Reported Measurement Date

A large number of the grants requiring measurement date corrections were made in connection with employment service related business events (including employment contracts for both new hires and contract renewals for existing employees). In many instances, the Special Subcommittee determined that the lowest price was chosen from among several alternative dates, on the theory that it was permissible to use a date that was tied to a business event, such as the date negotiations commenced, the date of a handshake agreement, the date that an employee began working for the Company, or the date that the contract was signed by the employee. These grants account for approximately \$34.5 million, or about 52% of the total of approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Annual Grants Affected by Insufficient Finality and Documentation and Selection of Dates with Hindsight

Annual grants were issued to a large number of employees each year (typically in April) and were made at the lowest or second-lowest price of the month in which they were granted from calendar year 1997 through calendar year 2003. The Special Subcommittee found evidence that the dates of some or all of these grants were chosen in late April or early May and were therefore affected by selection of dates with hindsight, and that required details of various annual grants did not have the required level of finality, including completion of allocations of options to individual employees, or were not supported by sufficient documentation until after the reported grant date. In total, twelve annual grants, covering 29,423,701 shares, were found to require measurement date corrections, including almost 100% of the options included in the annual grants made for the 10 calendar years 1996 through 2005 and approximately 5.9% of the annual grants made for calendar year 2006 (covering 24.3% of the shares covered by the calendar year 2006 annual grants). Annual grants account for approximately \$18.7 million or approximately 28% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Grants Affected by Modifications after Initial Grant Date

Certain grants were modified after the initial grant date, but the Company did not account correctly for the modification in accordance with APB No. 25. The modifications included the acceleration of vesting, the continuation of the vesting period of options of terminated employees or the extension of the post-service exercise period for vested stock options of terminated employees. Modifications were made to 337 option grants that were not accounted for in accordance with APB No. 25. We recorded approximately \$10.0 million additional pre-tax stock-based compensation expense to properly account for these modifications, or about 15% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Grants Affected by Repricing after Initial Grant Date

Certain grants (mostly relating to employment service related grants on three dates) were repriced after the initial grant date, but the Company did not account correctly for the repricing. Such repricings are considered a modification of an award and require the application of variable accounting. In accordance with the provisions of Financial Accounting Standard Board Interpretation 44, Accounting for Certain Transactions involving Stock Compensation, we determined that we should have recorded an additional \$3.5 million in stock-based compensation expense related to these grants, or approximately 5% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Impact. We have recorded approximately \$66.7 million in additional pre-tax stock-based compensation expense for the thirteen year period from April 1, 1993 through March 31, 2006 in accordance with APB No. 25. The additional stock-based compensation expense is amortizable over the service period relating to each option, typically three to five years, with approximately two-thirds of the total expense being recorded in or before fiscal 2002. Separately, the restatement reflects an additional \$1.7 million pre-tax change (\$1.1 million after-tax) related to recently identified insufficient payroll tax withholdings in fiscal 2005. The additional pre-tax stock-based compensation expense and payroll tax withholdings change are included in the table below. Additionally, approximately \$0.6 million in additional pre-tax stock-based compensation expense was recorded to correct measurement date inaccuracies, pursuant to the provisions of SFAS No. 123R, during the three months ended June 30, 2006, for the period specifically covered by this Amended Quarterly Report on Form 10-Q/A. For the three months ended June 30, 2005, approximately \$0.9 million in additional pre-tax stock-based compensation expense was recorded to correct measurement date inaccuracies, in accordance with APB No. 25 and has been included in the approximately \$66.7 million in additional pre-tax stock-based compensation expense for the thirteen year period from April 1, 1993 through March 31, 2006.

Years ended March 31,	Total additional compensation expense				Cumulative effect at April 1, 2003		
		2006	2005	2004		2003	2002
Net income, as previously reported		\$ 41,899	\$ 138,335	\$ 77,715			
Additional compensation expense resulting from improper measurement dates for stock option grants (1)	\$ 68,351	2,731	4,963	(1)5,280	\$ 55,377	\$ 10,156	\$ 22,017
Tax related effects	(21,828)	(1,083)	(1,685)	(1,663)	(17,397)	(2,979)	(6,732)
Total effect on net income	\$ 46,523	1,648	3,278	3,617	\$ 37,980	\$ 7,177	\$ 15,285
Net income, as restated		\$ 40,251	\$ 135,057	\$ 74,098			

(1) Also includes \$1.7 million charge for insufficient payroll tax withholdings in fiscal 2005.

Years ended March 31,	2001	2000	1999	1998	1997	1996	1995	1994
Additional compensation expense resulting from improper measurement dates for stock option grants	\$ 3,816	\$ 5,267	\$ 2,384	\$ 3,884	\$ 4,785	\$ 2,919	\$ 110	\$ 39
Tax related effects	(1,281)	(1,598)	(746)	(1,392)	(1,879)	(740)	(37)	(13)
Total effect on net income	\$ 2,535	\$ 3,669	\$ 1,638	\$ 2,492	\$ 2,906	\$ 2,179	\$ 73	\$ 26

The cumulative effect of all the restatement adjustments to our Consolidated Balance Sheet as of March 31, 2003 resulted in a decrease in retained earnings of \$38.0 million, an increase in additional paid-in capital of \$36.2 million, and a decrease in deferred tax assets of \$1.8 million.

Certain Tax Consequences: Certain stock options were granted with an exercise price lower than the fair market value on the actual measurement dates, with vesting occurring after December 31, 2004, which resulted in nonqualified deferred compensation for purposes of Section 409A of the Internal Revenue Code. Section 409A subjects the option holders to additional income tax, penalties and interest on the value of the options deferred and, in certain cases, exercised each year. We do not have any tax liability associated with Section 409A. For options that have already been exercised by non-executive officer employees, that are subject to Section 409A consequences, the Company has elected to participate in the Internal Revenue Service program described in IRS Announcement 2007-18 pursuant to which the Company was able to pay the Section 409A taxes on behalf of its non-executive officer employees, and has incurred \$7.3 million in additional pre-tax compensation expense in the fiscal quarter ended March 31, 2007, in absorbing these related costs on behalf of these employees. With respect to unexercised options subject to Section 409A held by such current and former non-executive officer employees, the Company on or about June 7, 2007 is commencing an offer to amend the exercise price of these options to eliminate their Section 409A tax liability consistent with Internal Revenue Service guidance. Pursuant to the offer, the Company will also make a cash payment in January 2008 to employees who accept the offer, in an amount equal to the difference between the original exercise price of each amended option and the amended exercise price of each amended option. This will likely result in additional future compensation expense to the Company once these actions occur.

The following tables reflect the impact of the additional non-cash charges for stock-based compensation expense and related tax effects on:

- the consolidated statements of operations for the quarters ended June 30, 2006 and 2005 (Unaudited).
- the consolidated balance sheets as of June 30, 2006 (Unaudited) and March 31, 2006.
- the consolidated statements of cash flows for the quarters ended June 30, 2006 and 2005 (Unaudited).
- the pro forma information required by SFAS No. 123 for the quarter ended June 30, 2005 (Unaudited).

Consolidated Statement of Operations (Unaudited)

(in thousands, except per share data)	For the three months ended June 30, 2006		
	As previously reported	Adjustments	As restated
Net revenues	\$ 188,069	\$	\$ 188,069
Costs and expenses:			
Cost of sales product costs	108,623		108,623
Cost of sales software royalties and amortization	19,250	11	19,261
Cost of sales intellectual property licenses	9,916		9,916
Product development	25,422	203	25,625
Sales and marketing	36,194	(15)	36,179
General and administrative	21,450	464	21,914
Total costs and expenses	220,855	663	221,518
Operating loss	(32,786)	(663)	(33,449)
Investment income, net	8,275		8,275
Loss before income tax benefit	(24,511)	(663)	(25,174)
Income tax benefit	(6,685)	(180)	(6,865)
Net loss	\$ (17,826)	\$ (483)	\$ (18,309)
Basic loss per share	\$ (0.06)	\$ (0.01)	\$ (0.07)
Weighted average common shares outstanding	278,335		278,335
Diluted loss per share	\$ (0.06)	\$ (0.01)	\$ (0.07)
Weighted average common shares outstanding assuming dilution	278,335		278,335

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Consolidated Statement of Operations (Unaudited)

(in thousands, except per share data)	For the three months ended June 30, 2005		
	As previously reported	Adjustments	As restated
Net revenues	\$ 241,093	\$	\$ 241,093
Costs and expenses:			
Cost of sales product costs	136,754		136,754
Cost of sales software royalties and amortization	14,576		14,576
Cost of sales intellectual property licenses	20,940		20,940
Product development	17,802	276	18,078
Sales and marketing	46,318	49	46,367
General and administrative	18,151	546	18,697
Total costs and expenses	254,541	871	255,412
Operating loss	(13,448)	(871)	(14,319)
Investment income, net	7,348		7,348
Loss before income tax benefit	(6,100)	(871)	(6,971)
Income tax benefit	(2,515)	(209)	(2,724)
Net loss	\$ (3,585)	(662)	\$ (4,247)
Basic loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average common shares outstanding	269,141	\$	269,141
Diluted loss per share	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average common shares outstanding assuming dilution	269,141	\$	269,141

Consolidated Balance Sheet (Unaudited)

(in thousands, except per share data)	As of June 30, 2006		
	As previously reported	Adjustments	As restated
Assets			
Current assets:			
Cash and cash equivalents	\$ 245,023	\$	\$ 245,023
Short-term investments	547,553		547,553
Accounts receivable, net of allowances of \$87,155	65,361		65,361
Inventories	64,095		64,095
Software development	65,631	19	65,650
Intellectual property licenses	23,844		23,844
Deferred income taxes	12,245		12,245
Other current assets	40,229		40,229
Total current assets	1,063,981	19	1,064,000
Software development	13,072	(90)	12,982
Intellectual property licenses	73,100		73,100
Property and equipment, net	43,986		43,986
Deferred income taxes	58,504	(1,155)	57,349
Other assets	4,113		4,113
Goodwill	180,646		180,646
Total assets	\$ 1,437,402	\$ (1,226)	\$ 1,436,176
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	\$ 73,344	\$	\$ 73,344
Accrued expenses	88,264	(1,122)	87,142
Total current liabilities	161,608	(1,122)	160,486
Other liabilities	40,960		40,960
Total liabilities	202,568	(1,122)	201,446
Commitments and contingencies (Note 15)			
Shareholders' equity:			
Preferred stock, \$.000001 par value, 3,750,000 shares authorized, no shares issued at June 30, 2006			
Series A Junior Preferred stock, \$.000001 par value, 1,250,000 shares authorized, no shares issued at June 30, 2006			
Common stock, \$.000001 par value, 450,000,000 shares authorized, 280,315,487 shares issued and outstanding at June 30, 2006			
Additional paid-in capital	862,678	46,906	909,584
Retained earnings	370,687	(47,006)	323,681
Accumulated other comprehensive income	1,469	(4)	1,465
Unearned compensation			
Total shareholders' equity	1,234,834	(104)	1,234,730
Total liabilities and shareholders' equity	\$ 1,437,402	\$ (1,226)	\$ 1,436,176

Consolidated Balance Sheet

(in thousands, except per share data)

	As of March 31, 2006			
	As previously reported		Adjustments	As restated
Assets				
Current assets:				
Cash and cash equivalents	\$ 354,331		\$	\$ 354,331
Short-term investments	590,629			590,629
Accounts receivable, net of allowances of \$98,253	28,782			28,782
Inventories	61,483			61,483
Software development	40,260			40,260
Intellectual property licenses	4,973			4,973
Deferred income taxes	9,664			9,664
Other current assets	25,933			25,933
Total current assets	1,116,055			1,116,055
Software development	20,359			20,359
Intellectual property licenses	82,073			82,073
Property and equipment, net	45,368			45,368
Deferred income taxes	53,813	(1,268)		52,545
Other assets	1,409			1,409
Goodwill	100,446			100,446
Total assets	\$ 1,419,523		\$ (1,268)	\$ 1,418,255
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	\$ 88,994		\$	\$ 88,994
Accrued expenses	103,169	1,693		104,862
Total current liabilities	192,163	1,693		193,856
Other liabilities	1,776			1,776
Total liabilities	193,939	1,693		195,632
Commitments and contingencies (Note 15)				
Shareholders' equity:				
Preferred stock, \$.000001 par value, 3,750,000 shares authorized, no shares issued at March 31, 2006				
Series A Junior Preferred stock, \$.000001 par value, 1,250,000 shares authorized, no shares issued at March 31, 2006				
Common stock, \$.000001 par value, 450,000,000 shares authorized, 277,020,898 shares issued and outstanding at March 31, 2006				
Additional paid-in capital	823,735	43,562		867,297
Retained earnings	388,513	(46,523)		341,990
Accumulated other comprehensive income	16,369			16,369
Unearned compensation	(3,033)			(3,033)
Total shareholders' equity	1,225,584	(2,961)		1,222,623
Total liabilities and shareholders' equity	\$ 1,419,523		\$ (1,268)	\$ 1,418,255

Consolidated Statement of Cash Flows (Unaudited)
(in thousands)

	For the three months ended June 30, 2006		
	As previously reported	Adjustments	As restated
Cash flows from operating activities:			
Net loss	\$ (17,826)	\$ (483)	\$ (18,309)
Adjustments to reconcile net loss to net cash used in operating activities:			
Deferred income taxes	(6,684)	(113)	(6,797)
Realized gain on sale of short term investments	(2)		(2)
Depreciation and amortization	4,421		4,421
Amortization of capitalized software development costs and intellectual property licenses	21,140	(24)	21,116
Stock-based compensation expense	5,203	646	5,849
Tax benefit of stock option exercises		2,763	2,763
Excess tax benefit from stock option exercises		(2,005)	(2,005)
Changes in operating assets and liabilities (net of effects of acquisitions):			
Accounts receivable	(25,469)		(25,469)
Inventories	1,012		1,012
Software development and intellectual property licenses	(44,892)	30	(44,862)
Other assets	637		637
Accounts payable	(22,058)		(22,058)
Accrued expenses and other liabilities	(17,154)	(2,815)	(19,969)
Net cash used in operating activities	(101,672)	(2,001)	(103,673)
Cash flows from investing activities:			
Capital expenditures	(2,631)		(2,631)
Cash payments to effect business combinations, net of cash acquired	(30,500)		(30,500)
Purchases of short-term investments	(63,455)		(63,455)
Proceeds from sales and maturities of short-term investments	80,967		80,967
Net cash used in investing activities	(15,619)		(15,619)
Cash flows from financing activities:			
Proceeds from issuance of common stock to employees	4,837		4,837
Excess tax benefit from stock option exercises		2,005	2,005
Net cash provided by financing activities	4,837	2,005	6,842
Effect of exchange rate changes on cash	3,146	(4)	3,142
Net decrease in cash and cash equivalents	(109,308)		(109,308)
Cash and cash equivalents at beginning of period	354,331		354,331
Cash and cash equivalents at end of period	\$ 245,023	\$	\$ 245,023

Consolidated Statement of Cash Flows (Unaudited)
(in thousands)

	For the three months ended June 30, 2005		
	As previously reported	Adjustments	As restated
Cash flows from operating activities:			
Net loss	\$ (3,585)	(662)	\$ (4,247)
Adjustments to reconcile net loss to net cash used in operating activities:			
Deferred income taxes	(9,304)	689	(8,615)
Realized gain on sale of short term investments	(1,343)		(1,343)
Depreciation and amortization	3,161		3,161
Amortization of capitalized software development costs and intellectual property licenses	21,815		21,815
Stock-based compensation expense	17	849	866
Tax benefit of stock option exercises	6,769	(898)	5,871
Changes in operating assets and liabilities (net of effects of acquisitions):			
Accounts receivable	14,383		14,383
Inventories	2,882		2,882
Software development and intellectual property licenses	(37,005)		(37,005)
Other assets	943		943
Accounts payable	(43,532)		(43,532)
Accrued expenses and other liabilities	(9,676)	22	(9,654)
Net cash used in operating activities	(54,475)		(54,475)
Cash flows from investing activities:			
Capital expenditures	(5,231)		(5,231)
Cash payments to effect business combinations, net of cash acquired	(6,925)		(6,925)
Increase in restricted cash	(7,500)		(7,500)
Purchases of short-term investments	(73,756)		(73,756)
Proceeds from sales and maturities of short-term investments	66,892		66,892
Net cash used in investing activities	(26,520)		(26,520)
Cash flows from financing activities:			
Proceeds from issuance of common stock to employees	13,169		13,169
Net cash provided by financing activities	13,169		13,169
Effect of exchange rate changes on cash	(3,441)		(3,441)
Net decrease in cash and cash equivalents	(71,267)		(71,267)
Cash and cash equivalents at beginning of period	313,608		313,608
Cash and cash equivalents at end of period	\$ 242,341	\$	\$ 242,341

Pro forma information regarding net income and net income per share is required by SFAS No. 123 and has been determined as if the Company had accounted for its employee stock purchase plan and employee stock option plans under the fair value method of SFAS No. 123. The impact of the restatements on the pro forma information is as follows (in thousands, except per share data):

Pro Forma Information (Unaudited)

	For the three months ended June 30, 2005		
	As previously reported	Adjustments	As restated
Net loss, as reported	\$ (3,585)	\$ (662)	\$ (4,247)
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects		649	649
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(2,971)	(655)	(3,626)
Pro forma net loss	\$ (6,556)	\$ (668)	\$ (7,224)
Loss per share			
Basic as reported	\$ (0.01)	\$ (0.01)	\$ (0.02)
Basic pro forma	\$ (0.02)	\$ (0.01)	\$ (0.03)
Diluted			
as reported	\$ (0.01)	\$ (0.01)	\$ (0.02)
pro forma	\$ (0.02)	\$ (0.01)	\$ (0.03)

3. Stock Split

In February 2005, the Board of Directors approved a four-for-three split of our outstanding common shares effected in the form of a 33-1/3% stock dividend. The split was paid March 22, 2005 to shareholders of record as of March 7, 2005. In September 2005, the Board of Directors approved a four-for-three split of our outstanding common shares effected in the form of a 33-1/3% stock dividend. The split was paid October 24, 2005 to shareholders of record as of October 10, 2005. The par value of our common stock was maintained at the pre-split amount of \$.000001. The Consolidated Financial Statements and Notes thereto, including all share and per share data, have been restated as if the stock splits had occurred as of the earliest period presented.

4. Acquisitions

RedOctane, Inc.

On June 6, 2006, we completed our acquisition of 100% of RedOctane, Inc. (RedOctane) for an aggregate accounting purchase price of \$99.9 million including transaction costs, consisting of \$30.9 million in cash and 2,382,077 shares of Activision common stock valued at approximately \$30.0 million based upon prevailing market prices, and \$39.0 million payable in Activision common stock within two years of the closing date, which is recorded in other liabilities. In addition, in the event the net income of the business over a certain period of time exceeds certain target levels by certain amounts, certain former shareholders of RedOctane will be entitled to an additional amount of up to \$51.0 million payable in shares of Activision common stock. The contingent consideration will be recorded as an additional element of the purchase price if those contingencies are resolved. Based in Sunnyvale, California, RedOctane is a publisher, developer, and distributor of interactive entertainment software, hardware and accessories.

RedOctane offers its interactive entertainment products in versions that operate on the PS2, Xbox, and PC. RedOctane's leading software product offering is *Guitar Hero* for the PS2. RedOctane also designs, manufactures, and markets high quality video game peripherals and accessories. This acquisition will provide Activision with an early leadership position in music-based gaming, which the company expects will be one of the fastest growing genres in the coming years.

The results of operations of RedOctane and the estimated fair market values of the acquired assets and liabilities have been included in the Consolidated Financial Statements since the date of acquisition. Pro forma consolidated statements of operations for this acquisition are not shown, as they would not differ materially from reported results. The acquired finite-lived intangible assets are being amortized over estimated lives ranging from 0.8 to 1.3 years. Goodwill has been included in the publishing segment of our business and is non-deductible for tax purposes.

Preliminary Purchase Price Allocation

We accounted for this acquisition in accordance with SFAS No. 141, Business Combinations. SFAS No. 141 addresses financial accounting and reporting for business combinations, requiring that the purchase method be used to account and report for all business combinations. The purchase price for the RedOctane transaction was preliminarily allocated to assets acquired and liabilities assumed as set forth below (in thousands):

Current assets	\$17,530
Property and equipment, net	207
Other assets	1,033
Goodwill	79,659
Trademark and other intangibles	16,700
Deferred tax liability	(6,496)
Other liabilities	(8,733)
Total consideration	\$99,900

Purchased Intangible Assets

The following table presents details of the purchased finite-lived intangible assets acquired in the RedOctane acquisition (in thousands):

	Estimated Useful Life (in years)	Amount
Finite-lived intangibles:		
Trademark	1.3	\$1,000
Other intangibles	0.8-1.3	15,700
Total finite-lived intangibles		\$16,700

The following tables present details of our total purchased finite-lived intangible assets as of June 30, 2006 (in thousands):

June 30, 2006	Gross	Accumulated Amortization	Net
Trademark	\$ 1,000	\$ 10	\$ 990
Other intangibles	15,700	140	15,560
Total	\$ 16,700	\$ 150	\$ 16,550

The estimated future amortization expense of purchased finite-lived intangible assets as of June 30, 2006 is as follows (in thousands):

Fiscal year ending March 31,	Amount
2007 (remaining nine months)	\$ 9,486
2008	7,064
2009	
2010	
2011	
Thereafter	
Total	\$ 16,550

5. Cash, Cash Equivalents, and Short-Term Investments

Short-term investments generally mature between three and thirty months. Investments with maturities beyond one year may be classified as short-term based on their liquid nature and because such securities represent the investment of cash that is available for current operations. All of our short-term investments are classified as available-for-sale and are carried at fair market value with unrealized appreciation (depreciation) reported as a separate component of accumulated other comprehensive income (loss) in shareholders' equity. The specific identification method is used to determine the cost of securities disposed with realized gains and losses reflected in investment income, net.

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The following table summarizes our investments in securities as of June 30, 2006 (amounts in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Cash and cash equivalents:				
Cash and time deposits	\$ 93,412	\$	\$	\$ 93,412
Money market funds	80,286			80,286
Commercial paper	60,700		(35)	60,665
U.S. agency issues	10,662		(2)	10,660
Cash and cash equivalents	245,060		(37)	245,023
Short-term investments:				
U.S. agency issues	247,494		(3,775)	243,719
Corporate bonds	146,170	1	(984)	145,187
Mortgage-backed securities	62,573	11	(634)	61,950
Common stock	47,868		(12,643)	35,225
Asset-backed securities	15,407		(65)	15,342
Commercial paper	23,290		(52)	23,238
Certificate of deposit	15,424		(32)	15,392
Restricted cash	7,500			7,500
Short term investments	565,726	12	(18,185)	547,553
Cash, cash equivalents, restricted cash and short-term investments	\$ 810,786	\$ 12	\$ (18,222)	\$ 792,576

The following table summarizes the legal stated maturities of our investments in debt securities as of June 30, 2006 (amounts in thousands):

	Amortized Cost	Fair Value
Due in one year or less	\$ 312,943	\$ 311,166
Due after one year through two years	158,357	156,018
Due after two years through three years	2,529	2,520
Due in three years or more	14,487	13,765
	488,316	483,469
Certificate of deposit	15,424	15,392
Asset and mortgage-backed securities	77,980	77,292
Total	\$ 581,720	\$ 576,153

For the three months ended June 30, 2006, there were \$2,000 of gross realized gains and no gross realized losses. For the three months ended June 30, 2005, there were \$1.3 million of gross realized gains and no gross realized losses.

In accordance with EITF 03-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*, the fair value of investments in an unrealized loss position for which an other-than-temporary impairment has not been recognized was \$597.0 million and \$672.4 million at June 30, 2006 and

March 31, 2006, respectively, with related gross unrealized losses of \$18.2 million and \$5.5 million, respectively. At June 30, 2006, the gross unrealized losses were comprised mostly of unrealized losses on common stock, U.S. agency issues, corporate bonds, and mortgage-backed securities with \$4.3 million of unrealized loss being in a continuous unrealized loss position for twelve months or greater. At March 31, 2006, the gross unrealized losses were comprised mostly of unrealized losses on U.S. agency issues, corporate bonds, and mortgage-backed securities with \$3.9 million of unrealized loss being in a continuous unrealized loss position for twelve months or greater.

Our investment portfolio consists of government and corporate securities with effective maturities less than 30 months as well as investment in common stock classified as available-for-sale. The longer the term or holding period of the securities, the more susceptible they are to changes in market rates of interest, yields on bonds, and market price volatility. Investments are reviewed periodically to identify possible impairment. When evaluating the investments, we review factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer, and our ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in market value. We have the intent and ability to hold these securities for a reasonable period of time sufficient for a forecasted recovery of fair value up to (or beyond) the initial cost of the investment. We expect to realize the full value of all of these investments upon maturity or sale.

6. Inventories

Inventories are valued at the lower of cost (first-in, first-out) or market. Our inventories consist of the following (amounts in thousands):

	June 30, 2006	March 31, 2006
Finished goods	\$ 61,047	\$ 58,876
Purchased parts and components	3,048	2,607
	\$ 64,095	\$ 61,483

7. Goodwill

The changes in the carrying amount of goodwill for the three months ended June 30, 2006 are as follows (amounts in thousands):

	Publishing	Distribution	Total
Balance as of March 31, 2006	\$ 95,094	\$ 5,352	\$ 100,446
Goodwill acquired during the period	79,849		79,849
Issuance of contingent consideration			
Adjustment-prior period purchase allocation	38		38
Effect of foreign currency exchange rates	117	196	313
Balance as of June 30, 2006	\$ 175,098	\$ 5,548	\$ 180,646

Goodwill acquired during the period represents goodwill related to the acquisition of RedOctane of \$79.7 million and goodwill related to the acquisition of a recently acquired Korean publishing company of \$190,000.

8. Income Taxes

The income tax benefit of \$6.9 million for the three months ended June 30, 2006 reflects our effective income tax rate for the quarter of 27.3%. The significant items that generated the variance between our effective rate and our statutory rate of 35% were research and development tax credits for state purposes and the impact of foreign tax rate differentials, partially offset by state taxes.

The aforementioned effective income tax rate for the quarter of 27.3% differs from our effective income tax rate of 39.1% for the three months ended June 30, 2005 due to (1) a one-time international tax benefit for the release of certain tax reserves in the three months ended June 30, 2005 due to the expiration of a tax statute of limitations, and (2) a decrease in anticipated pretax income for fiscal year 2007 determined at June 30, 2006 versus the anticipated pretax income for fiscal year 2006 determined at June 30, 2005, without a corresponding decrease in the benefit of book/tax differences.

The income tax benefit of \$2.7 million for the three months ended June 30, 2005 reflects our effective income tax rate for the quarter of 39.1%, which differs from our effective tax rate of 12.2% for the year ended March 31, 2006 due to (1) a one-time international tax benefit for the release of certain tax reserves in the year ended March 30, 2006 due to the expiration of a tax statute of limitations; (2) an increase in the federal research and development credit for the full year ended March 31, 2006 over the amount originally anticipated for the year at the first quarter ended June 30, 2005, and (3) a decrease in pretax income for the year versus the amount originally anticipated for the year at the first quarter, without a corresponding decrease in the benefit of book/tax differences. The significant items that generated the variance between our effective rate and our statutory rate of 35% were research and development tax credits and the impact of foreign tax rate differentials, partially offset by state taxes.

9. Software Development Costs and Intellectual Property Licenses

As of June 30, 2006, capitalized software development costs included \$59.1 million of internally developed software costs and \$19.6 million of payments made to third-party software developers. As of March 31, 2006, capitalized software development costs included \$45.0 million of internally developed software costs and \$15.6 million of payments made to third-party software developers. Capitalized intellectual property licenses were \$96.9 million and \$87.0 million as of June 30, 2006 and March 31, 2006, respectively. Amortization and write-offs of capitalized software development costs and intellectual property licenses were \$21.1 million and \$21.8 million for the three months ended June 30, 2006 and 2005, respectively.

10. Comprehensive Loss and Accumulated Other Comprehensive Income (Loss)*Comprehensive Loss*

The components of comprehensive loss for the three months ended June 30, 2006 and 2005 were as follows (amounts in thousands):

	Three months ended June 30,	
	2006	2005
	As restated	As restated
Net loss	\$ (18,309)	\$ (4,247)
Other comprehensive loss		
Foreign currency translation adjustment	3,578	(4,470)
Unrealized appreciation (depreciation) on short-term investments	(18,482)	595
Other comprehensive loss	(14,904)	(3,875)
Comprehensive loss	\$ (33,213)	\$ (8,122)

Accumulated Other Comprehensive Income (Loss)

For the three months ended June 30, 2006, the components of accumulated other comprehensive income (loss) were as follows (amounts in thousands):

	Foreign Currency	Unrealized Appreciation (Depreciation) on Investments	Accumulated Other Comprehensive Income (Loss)
	As restated		As restated
Balance, March 31, 2006	\$ 9,013	\$ 7,356	\$ 16,369
Other comprehensive income (loss)	3,578	(18,482)	(14,904)
Balance, June 30, 2006	\$ 12,591	\$ (11,126)	\$ 1,465

Comprehensive income is presented net of taxes of \$7.1 million related to unrealized depreciation on investments. Income taxes were not provided for foreign currency translation items as these are considered indefinite investments in non-U.S. subsidiaries.

11. Investment Income, Net

Investment income, net is comprised of the following (amounts in thousands):

	Three months ended June 30,	
	2006	2005
Interest income	\$ 8,356	\$ 6,067
Interest expense	(83)	(62)
Net realized gain on investments	2	1,343
Investment income, net	\$ 8,275	\$ 7,348

12. Supplemental Cash Flow Information

Non-cash operating, investing and financing activities and supplemental cash flow information is as follows (amounts in thousands):

	Three months ended June 30,	
	2006	2005
	As restated	
Non-cash operating, investing, and financing activities:		
Change in unrealized appreciation (depreciation) on short-term investments, net of taxes	\$ (18,482)	\$ 595
Subsidiaries acquired with common stock	30,000	942
Common stock payable related to acquisition	39,000	
Capitalization of stock option expense	1,905	
Amortization of stock option expense	(36)	
Adjustment-prior period purchase allocation	37	155
Supplemental cash flow information:		
Cash paid for income taxes	\$ 2,639	\$ 382
Cash received for interest, net	6,858	4,877

13. Operations by Reportable Segments and Geographic Area

Based upon our organizational structure, we operate two business segments: (i) publishing of interactive entertainment software and (ii) distribution of interactive entertainment software and hardware products.

Publishing refers to the development, marketing and sale of products, either directly, by license or through our affiliate label program with certain third-party publishers. In the United States and Canada, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses and game specialty stores. We conduct our international publishing activities through offices in the United Kingdom, Germany, France, Italy, Spain, Australia, Sweden, the Netherlands, Canada, Korea, and Japan. Our products are sold internationally on a direct-to-retail basis and through third-party distribution and licensing arrangements and through our wholly owned distribution subsidiaries.

Distribution refers to our operations in the United Kingdom, the Netherlands, and Germany that provide logistical and sales services to third-party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Resources are allocated to each of these segments using information on their respective net revenues and operating profits before interest and taxes.

The accounting policies of these segments are the same as those described in the Summary of Significant Accounting Policies in our Amended Annual Report on Form 10-K/A for the year ended March 31, 2006. Revenue derived from sales between segments is eliminated in consolidation.

Information on the reportable segments for the three months ended June 30, 2006 and 2005 is as follows (amounts in thousands):

	Three months ended June 30, 2006			
	Publishing		Distribution	Total
	As restated		As restated	As restated
Total segment revenues	\$ 134,762		\$ 53,307	\$ 188,069
Revenues from sales between segments	(6,430)		6,430	
Revenues from external customers	\$ 128,332		\$ 59,737	\$ 188,069
Operating loss	\$ (31,519)		\$ (1,930)	\$ (33,449)
Total assets	\$ 1,334,320		\$ 101,856	\$ 1,436,176

	Three months ended June 30, 2005			
	Publishing		Distribution	Total
	As restated		As restated	As restated
Total segment revenues	\$ 193,551		\$ 47,542	\$ 241,093
Revenues from sales between segments	(22,451)		22,451	
Revenues from external customers	\$ 171,100		\$ 69,993	\$ 241,093
Operating income (loss)	\$ (14,780)		\$ 461	\$ (14,319)
Total assets	\$ 1,163,325		\$ 102,389	\$ 1,265,714

Geographic information for the three months ended June 30, 2006 and 2005 is based on the location of the selling entity. Revenues from external customers by geographic region were as follows (amounts in thousands):

	Three months ended June 30,	
	2006	2005
North America	\$ 99,610	\$ 112,320
Europe	81,816	119,981
Other	6,643	8,792
Total	\$ 188,069	\$ 241,093

Revenues by platform were as follows (amounts in thousands):

	Three months ended June 30,	
	2006	2005
Console	\$ 118,977	\$ 180,450
Hand-held	44,797	29,239
PC	24,295	31,404
Total	\$ 188,069	\$ 241,093

We had two customers that accounted for 28% and 10% of consolidated net revenues for the three month period ended June 30, 2006, and 33% and 7% of consolidated accounts receivable, gross at June 30, 2006. These customers were customers of both our publishing and distribution businesses. As of and for the three months ended June 30, 2005, one of those same customers accounted for 19% of consolidated net revenues and 25% of consolidated gross accounts receivable.

14. Computation of Loss Per Share

The following table sets forth the computations of basic and diluted loss per share (amounts in thousands, except per share data):

	Three months ended June 30,	
	2006	2005
	As restated	As restated
Numerator:		
Numerator for basic and diluted loss per share loss available to common shareholders	\$ (18,309)	\$ (4,247)
Denominator:		
Denominator for basic loss per share weighted average common shares outstanding	278,335	269,141
Effect of dilutive securities:		
Employee stock options and stock purchase plan		
Warrants to purchase common stock		
Potential dilutive common shares		
Denominator for diluted loss per share weighted average common shares outstanding plus assumed conversions	278,335	269,141
Basic loss per share	\$ (0.07)	\$ (0.02)
Diluted loss per share	\$ (0.07)	\$ (0.02)

Options to purchase 31,765,161 shares of common stock at exercise prices ranging from \$1.00 to \$17.21 and options to purchase 21,645,593 shares of common stock at exercise prices ranging from \$1.00 to \$13.39 were outstanding for the three months ended June 30, 2006 and 2005, respectively, but were not included in the calculation of diluted loss per share because their effect would be antidilutive.

15. Commitments and Contingencies*Credit Facilities*

We have revolving credit facilities with our Centresoft distribution subsidiary located in the UK (the UK Facility) and our NBG distribution subsidiary located in Germany (the German Facility). The UK Facility provided Centresoft with the ability to borrow up to GBP 12.0 million (\$21.7 million), including issuing letters of credit, on a revolving basis as of June 30, 2006. Furthermore, under the UK Facility, Centresoft provided a GBP 0.6 million (\$1.1 million) guarantee for the benefit of our CD Contact distribution subsidiary as of June 30, 2006. The UK Facility bore interest at LIBOR plus 2.0% as of June 30, 2006, is collateralized by substantially all of the assets of the subsidiary and expires in January 2007. The UK Facility also contains various covenants that require the subsidiary to maintain specified financial ratios related to, among others, fixed charges. As of June 30, 2006, we were in compliance with these covenants. No borrowings were outstanding against the UK Facility as of June 30, 2006. The German Facility provided for revolving loans up to EUR 0.5 million (\$0.6 million) as of June 30, 2006, bore interest at a Eurocurrency rate plus 2.5%, is collateralized by certain of the subsidiary's property and equipment

and has no expiration date. No borrowings were outstanding against the German Facility as of June 30, 2006.

As of June 30, 2006, we maintained a \$7.5 million irrevocable standby letter of credit. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. Under the terms of this arrangement, we are required to maintain on deposit with the bank a compensating balance, restricted as to use, of not less than the sum of the available amount of the letter of credit plus the aggregate amount of any drawings under the letter of credit that have been honored thereunder but not reimbursed. At June 30, 2006, the \$7.5 million deposit is included in short-term investments as restricted cash.

As of June 30, 2006, our publishing subsidiary located in the UK maintained a EUR 2.5 million (\$3.1 million) irrevocable standby letter of credit. The standby letter of credit is required by one of our inventory manufacturers to qualify for payment terms on our inventory purchases. The standby letter of credit does not require a compensating balance and is collateralized by substantially all of the assets of the subsidiary and expires on October 15, 2006.

Commitments

In the normal course of business, we enter into contractual arrangements with third parties for non-cancelable operating lease agreements for our offices, for the development of products, as well as for the rights to intellectual property. Under these agreements, we commit to provide specified payments to a lessor, developer or intellectual property holder, based upon contractual arrangements. Typically, the payments to third-party developers are conditioned upon the achievement by the developers of contractually specified development milestones. These payments to third-party developers and intellectual property holders typically are deemed to be advances and are recoupable against future royalties earned by the developer or intellectual property holder based on the sale of the related game. Additionally, in connection with certain intellectual property right acquisitions and development agreements, we will commit to spend specified amounts for marketing support for the related game(s) which is to be developed or in which the intellectual property will be utilized. Additionally, we lease certain of our facilities under non-cancelable operating lease agreements. Assuming all contractual provisions are met, the total future minimum commitments for these and other contractual arrangements in place as of June 30, 2006, are scheduled to be paid as follows (amounts in thousands):

Fiscal year ending March 31,	Contractual Obligations			Total
	Facility and Equipment Leases	Developer and IP	Marketing	
2007	\$ 9,963	\$ 45,433	\$ 6,187	\$ 61,583
2008	13,616	19,302	39,830	72,748
2009	12,754	28,036	26,100	66,890
2010	11,743	29,586	100	41,429
2011	9,537	30,586	100	40,223
Thereafter	22,024	64,173		86,197
Total	\$ 79,637	\$ 217,116	\$ 72,317	\$ 369,070

Compensation Guarantee

In June 2005, we entered into an employment agreement with the President and Chief Executive Officer of Activision Publishing, Inc. containing a guarantee related to total compensation. The agreement guarantees that in the event that on May 15, 2010 total compensation has not exceeded \$20.0 million, we will make a payment for the amount of the shortfall. The \$20.0 million guarantee will be recognized as compensation expense over the term of the employment agreement comprising of salary payments, bonus payments, restricted stock expense, stock option expense, and an accrual for any anticipated remaining portion of the guarantee. The remaining portion of the guarantee is accrued over the term of the agreement in Other liabilities and will remain accrued until the end of the employment agreement at which point it will be used to make a payment for any shortfall or reclassified into shareholders equity.

Legal Proceedings

On March 5, 2004, a class action lawsuit was filed against us and certain of our current and former officers and directors in the United States District Court, Central District of California by the Construction Industry, and Carpenters Joint Pension Trust for Southern Nevada purporting to represent a class of purchasers of Activision stock. The Order dismissing the action with prejudice was entered on June 17, 2005. In addition, on March 12, 2004, a stockholder derivative lawsuit captioned *Frank Capovilla, Derivatively on Behalf of Activision, Inc. v. Robert Kotick, et al.* was filed, purportedly on behalf of Activision, which in large measure asserts the identical claims set forth in the federal class action lawsuit. Prior to the hearing on the demurrers, the parties came to a resolution of the action and agreed to a stipulation of settlement to be submitted to the court for preliminary approval. No cash recovery is to be paid to the plaintiff pursuant to the stipulation of settlement, which also stated that the Company vigorously denied any assertion of wrongdoing or liability. In furtherance of the settlement, the Company agreed to pay \$200,000 in plaintiffs fees, to be funded by the Company s D&O insurance carrier. The settlement acknowledged that, after the time the derivative action was filed, the Company implemented certain enhancements to its corporate governance policies. At a hearing held on May 22, 2006, the Court approved the settlement and released and dismissed the alleged claims.

In July 2006, individuals and/or entities claiming to be stockholders of the Company have filed derivative lawsuits, purportedly on behalf of the Company, against certain current and former members of the Company s Board of Directors as well as several current and former officers of the Company. Three derivative actions have been filed in Los Angeles Superior Court: *Vazquez v. Kotick, et al.*, L.A.S.C. Case No. BC355327 (filed July 12, 2006); *Greuer v. Kotick, et al.*, L.A.S.C. Case No. SC090343 (filed July 12, 2006); and *Amalgamated Bank v. Baker, et al.*, L.A.S.C. Case No. BC356454 (filed August 3, 2006). These actions have been consolidated by the court under the caption *In re Activision Shareholder Derivative Litigation*, L.A.S.C. Master File No. SC090343 (West, J.). Two derivative actions have been filed in the United States District Court for the Central District of California: *Pfeiffer v. Kotick, et al.*, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (filed July 31, 2006); and *Hamian v. Kotick, et al.*, C.D. Cal. Case No. CV06-5375 MRP (JLTx) (filed August 25, 2006). These actions have also been consolidated, under the caption *In re Activision, Inc. Shareholder Derivative Litigation*, C.D. Cal. Case No. CV06-4771 MRP (JTLx) (Pfaelzer, J.). The consolidated complaints allege, among other things, purported improprieties in the Company s issuance of stock options. The Company expects that defense expenses associated with the matters will be covered by its directors and officers insurance, subject to the terms and conditions of the applicable policies. On May 24, 2007, the Superior Court granted the Company s motion to stay the state action. The court s order stays the action pending the resolution of motions to dismiss in the federal action, but is without prejudice to any party s right to seek modification of the stay upon a showing of good cause, including a showing that matters may be addressed in the Superior Court without the potential for conflict with or duplication of the federal court proceedings. The Company filed motions to dismiss in the federal action on June 1, 2007, which will be fully briefed by August 15, 2007. The Company also was informed that on June 1, 2007, a derivative case, *Abdelnur vs. Kotick, et al.* was filed in the United States District Court for the Central District of California C.D. Case No. CV07-3575 AHM (PJWx) by the same law firm that previously filed the *Hamian* case, alleging substantially the same claims.

On July 27, 2006, the Company received a letter of informal inquiry from the SEC requesting certain documents and information relating to the Company's historical stock option grant practices. In early June 2007, the SEC staff informed us that the SEC has issued a formal order of non-public investigation, which allows the SEC, among other things, to subpoena witnesses and require the production of documents. The Company is cooperating with the SEC's investigation and representatives of the Special Subcommittee and its legal counsel have met with members of the staff of the SEC on several occasions, in person and by telephone (as has the Company's outside legal counsel), to discuss the progress of the Special Subcommittee's investigation and on February 28, 2007 to brief the SEC staff on the Special Subcommittee's findings and recommendations following the substantial completion of the Special Subcommittee's investigation. A representative of the U.S. Department of Justice has attended certain of these meetings and requested copies of certain documents that we have provided to the staff of the SEC. At this time, the Company has not received any grand jury subpoenas or written requests from the Department of Justice.

In addition, we are party to other routine claims and suits brought by us and against us in the ordinary course of business, including disputes arising over the ownership of intellectual property rights, contractual claims, employment relationships, and collection matters. In the opinion of management, after consultation with legal counsel, the outcome of such routine claims and lawsuits will not have a material adverse effect on our business, financial condition, results of operations, or liquidity.

16. Stock Compensation and Employee Benefit Plans

We have a stock-based compensation program that provides our Board of Directors broad discretion in creating employee equity incentives. This program includes incentive and non-statutory stock options and restricted stock awards granted under various plans, the majority of which are stockholder approved. Stock options are generally time-based, vesting on each annual anniversary of the grant date over periods of three to five years and expire ten years from the grant date with some options containing performance clauses which would accelerate the vesting into earlier annual periods. Additionally, we have an Employee Stock Purchase Plan (ESPP) that allows employees to purchase shares of common stock at 85% of the fair market value at the lower of either the date of enrollment or the date of purchase. Shares issued as a result of stock option exercises and our ESPP are generally issued as new stock issuances. As of June 30, 2006, we had approximately 15.5 million shares of common stock reserved for future issuance under our stock option plans and ESPP.

We sponsor several stock option plans for the benefit of officers, employees, consultants, and others.

On February 28, 1992, the shareholders of Activision approved the Activision 1991 Stock Option and Stock Award Plan, as amended, (the 1991 Plan) which permits the granting of Awards in the form of non-qualified stock options, incentive stock options (ISOs), stock appreciation rights (SARs), restricted stock awards, deferred stock awards, and other common stock-based awards to directors, officers, employees, consultants, and others. The total number of shares of common stock available for distribution under the 1991 Plan is 45,400,000. The 1991 Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. There were no shares remaining available for grant under the 1991 Plan as of June 30, 2006.

On September 23, 1998, the shareholders of Activision approved the Activision 1998 Incentive Plan, as amended (the 1998 Plan). The 1998 Plan permits the granting of Awards in the form of non-qualified stock options, ISOs, SARs, restricted stock awards, deferred stock awards, and other common stock-based awards to directors, officers, employees, consultants, and others. The total number of shares of common stock available for distribution under the 1998 Plan is 18,000,000. The 1998 Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. There were approximately 46,600 shares remaining available for grant under the 1998 Plan as of June 30, 2006.

On April 26, 1999, the Board of Directors approved the Activision 1999 Incentive Plan, as amended (the 1999 Plan). The 1999 Plan permits the granting of Awards in the form of non-qualified stock options, ISOs, SARs, restricted stock awards, deferred share awards, and other common stock-based awards to directors, officers, employees, consultants, and others. The total number of shares of common stock available for distribution under the 1999 Plan is 30,000,000. The 1999 Plan requires available shares to

consist in whole or in part of authorized and unissued shares or treasury shares. There were approximately 1,600 shares remaining available for grant under the 1999 Plan as of June 30, 2006.

On August 23, 2001, the shareholders of Activision approved the Activision 2001 Incentive Plan, as amended (the 2001 Plan). The 2001 Plan permits the granting of Awards in the form of non-qualified stock options, ISOs, SARs, restricted stock awards, deferred stock awards, and other common stock-based awards to directors, officers, employees, consultants, and others. The total number of shares of common stock available for distribution under the 2001 Plan is 9,000,000. The 2001 Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. There were approximately 562,300 shares remaining available for grant under the 2001 Plan as of June 30, 2006.

On April 4, 2002, the Board of Directors approved the Activision 2002 Incentive Plan (the 2002 Plan). The 2002 Plan permits the granting of Awards in the form of non-qualified stock options, ISOs, SARs, restricted stock awards, deferred share awards, and other common stock-based awards to officers (other than executive officers), employees, consultants, advisors, and others. The 2002 Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. The total number of shares of common stock available for distribution under the 2002 Plan is 17,400,000. There were approximately 703,000 shares remaining available for grant under the 2002 Plan as of June 30, 2006.

On September 19, 2002, the shareholders of Activision approved the Activision 2002 Executive Incentive Plan (the 2002 Executive Plan). The 2002 Executive Plan permits the granting of Awards in the form of non-qualified stock options, ISOs, SARs, restricted stock awards, deferred share awards, and other common stock-based awards to officers, employees, directors, consultants, and advisors. The total number of shares of common stock available for distribution under the 2002 Executive Plan is 10,000,000. The 2002 Executive Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. There were approximately 488,700 shares remaining available for grant under the 2002 Executive Plan as of June 30, 2006.

On December 16, 2002, the Board of Directors approved the Activision 2002 Studio Employee Retention Incentive Plan, as amended (the 2002 Studio Plan). The 2002 Studio Plan permits the granting of Awards in the form of non-qualified stock options and restricted stock awards to key studio employees (other than executive officers) of Activision, its subsidiaries and affiliates, and to contractors and others. The 2002 Studio Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. The total number of shares of common stock available for distribution under the 2002 Studio Plan is 6,000,000. There were approximately 4,200 shares remaining available for grant under the 2002 Studio Plan as of June 30, 2006.

On April 29, 2003, our Board of Directors approved the Activision 2003 Incentive Plan (the 2003 Plan). On September 15, 2005, the shareholders of Activision approved the 2003 Plan. The 2003 Plan permits the granting of Awards in the form of non-qualified stock options, SARs, restricted stock awards, deferred stock awards, and other common stock-based awards to directors, officers, employees, consultants, and others. The 2003 Plan requires available shares to consist in whole or in part of authorized and unissued shares or treasury shares. The total number of shares of common stock available for distribution under the 2003 Plan is 24,000,000. There were approximately 9,232,700 shares remaining available for grant under the 2003 Plan as of June 30, 2006.

Under the terms of the plans, the exercise price for Awards issued under the 1991 Plan, 1998 Plan, 1999 Plan, 2001 Plan, 2002 Plan, 2002 Executive Plan, 2002 Studio Plan, and 2003 Plan (collectively, the Plans) is determined at the discretion of the Board of Directors (or the Compensation Committee of the Board of Directors, which administers the Plans), and under the terms of the plans, the exercise price for ISOs is not to be less than the fair market value of our common stock at the date of grant, and in the case of non-qualified options, the exercise price must exceed or be equal to 85% of the fair market value of our common stock at the date of grant. Options typically become exercisable in installments over a period not to exceed seven years and must be exercised within 10 years of the date of grant. We have recently determined that, for the reasons described in Note 2, certain Awards issued in certain past periods were

issued with exercise prices below the fair market value of our common stock on the dates that we have determined to be the correct grant and measurement dates for those Awards.

Other Employee Stock Options

In connection with prior employment agreements between Activision and Robert A. Kotick, Activision's Chairman and Chief Executive Officer, and Brian G. Kelly, Activision's Co-Chairman, Mr. Kotick and Mr. Kelly were granted options to purchase common stock. The Board of Directors approved the granting of these options. Relating to such grants, as of June 30, 2006, approximately 8,304,800 options were outstanding with a weighted average exercise price of \$1.74.

We additionally have approximately 32,900 options outstanding to employees as of June 30, 2006, with a weighted average exercise price of \$3.48. The Board of Directors approved the granting of these options. Such options have terms similar to those options granted under the Plans.

Employee Stock Purchase Plan

On April 1, 2005, the Board of Directors approved the Second Amended and Restated 2002 Employee Stock Purchase Plan (the Amended 2002 Purchase Plan) for eligible Employees. Under the Amended 2002 Purchase Plan, up to 4,000,000 shares of our common stock may be purchased by eligible employees during two six-month offering periods that commence each April 1 and October 1 (the Offering Period). The first day of each Offering Period is referred to as the Offering Date. Common stock is purchased by the Amended 2002 Purchase Plans participants at 85% of the lesser of fair market value on the Offering Date for the Offering Period that includes the common stock purchase date or the fair market value on the common stock purchase date. Employees may purchase shares having a value not exceeding 15% of their gross compensation during an Offering Period, limited to a maximum of \$10,000 in value for any two purchases within the same calendar year. There have been no shares purchased during the quarter ended June 30, 2006 as the first purchase date in fiscal 2007 is September 30, 2006.

Non-Employee Warrants

In prior years, we have granted stock warrants to third parties in connection with the development of software and the acquisition of licensing rights for intellectual property. The warrants generally vest upon grant and are exercisable over the term of the warrant. The exercise price of third-party warrants is generally greater than or equal to their fair market value of our common stock at the date of grant. No third-party warrants were granted during the quarters ended June 30, 2006 and 2005. As of June 30, 2006 and 2005, 936,000 third-party warrants to purchase common stock were outstanding with a weighted average exercise price of \$4.54 per share.

In accordance with EITF 96-18, we measure the fair value of the securities on the measurement date. The fair value of each warrant is capitalized and amortized to expense when the related product is released and the related revenue is recognized. Additionally, as more fully described in Note 1, the recoverability of capitalized software development costs and intellectual property licenses is evaluated on a quarterly basis with amounts determined as not recoverable being charged to expense. In connection with the evaluation of capitalized software development costs and intellectual property licenses, any capitalized amounts for related third-party warrants are additionally reviewed for recoverability with amounts determined as not recoverable being amortized to expense. For the quarter ended June 30, 2006, there was no amortization related to third-party warrants. For the quarter ended June 30, 2005, \$0.5 million was amortized and included in cost of sales - software royalties and amortization and/or cost of sales - intellectual property licenses.

Employee Retirement Plan

We have a retirement plan covering substantially all of our eligible employees. The retirement plan is qualified in accordance with Section 401(k) of the Internal Revenue Code. Under the plan, employees may defer up to 92% of their pre-tax salary and the maximum amount allowed by law. We contribute 20% of each dollar contributed by a participant. Our matching contributions to the plan were approximately \$488,500 and \$319,500 during the quarters ended June 30, 2006 and 2005, respectively.

Restricted Stock

In June 2005, we issued the rights to 155,763 shares of restricted stock to an employee. Additionally, in October 2005 we issued the rights to 96,712 shares of restricted stock to an employee. These shares vest over a five-year period and remain subject to forfeiture if vesting conditions are not met. In accordance with APB No. 25, we recognized unearned compensation in connection with the grant of restricted shares equal to the fair value of our common stock on the date of grant. The fair value of these shares when issued was approximately \$12.84 and \$15.51 per share, respectively, and resulted in increases in Additional paid-in capital and Unearned compensation of \$2.0 million and \$1.5 million on the respective balance sheets at the times of grant. Prior to the adoption of SFAS No. 123R, we reduced unearned compensation and recognized compensation expense over the vesting periods. Upon adoption of SFAS No. 123R, unearned compensation was reclassified against additional paid in capital and we will increase additional paid in capital and recognize compensation expense over the respective remaining vesting periods. For the first quarter of fiscal 2007, we recorded expense related to these shares of approximately \$175,000, which was included as a component of stock-based compensation expense within General and administrative on the accompanying statements of operations. Since issuance, we have recognized \$642,000 of the \$3.5 million of unearned compensation with the remainder to be recognized over a weighted-average period of 4.1 years.

On April 1, 2006, we adopted the provisions of SFAS No. 123R, requiring us to recognize expense related to the fair value of our stock-based compensation awards. We elected to use the modified prospective transition method as permitted by SFAS No. 123R and therefore have not restated our financial results for prior periods. Under this transition method, stock-based compensation expense for the three months ended June 30, 2006 includes compensation expense for all stock-based compensation awards granted prior to, but not yet vested as of April 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123. Stock-based compensation expense for all stock-based compensation awards granted subsequent to April 1, 2006 was based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123R.

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The following table sets forth the total stock-based compensation expense resulting from stock options, restricted stock awards, and ESPP included in our Consolidated Statements of Operations for the three months ended June 30, 2006 (in thousands):

	Three Months Ended June 30, 2006 As restated
Cost of sales software royalties and amortization	\$ 36
Product development	1,679
Sales and marketing	1,040
General and administrative	3,094
Stock-based compensation expense before income taxes	5,849
Income tax benefit	(2,287)
Total stock-based compensation expense after income taxes	\$ 3,562

	Three Months Ended June 30, 2006 As previously reported	Adjustments	As restated
Cost of sales software royalties and amortization	\$ 25	\$ 11	\$ 36
Product development	1,476	203	1,679
Sales and marketing	1,055	(15)	1,040
General and administrative	2,647	447	3,094
Stock-based compensation expense before income taxes	5,203	646	5,849
Income tax benefit	(1,977)	(310)	(2,287)
Total stock-based compensation expense after income taxes	\$ 3,226	\$ 336	\$ 3,562

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Additionally, stock option expenses are capitalized in accordance with SFAS No. 86, *Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed* as discussed in Note 1. The following table summarizes stock option expense included in our Consolidated Balance Sheets as a component of software development (in thousands):

	Software Development As restated
Balance, March 31, 2006	\$
Stock option expense capitalized during period	1,905
Amortization of capitalized stock option expense	(36)
Balance, June 30, 2006	\$ 1,869

Net cash proceeds from the exercise of stock options were \$4.8 million and \$13.2 million for the three months ended June 30, 2006 and June 30, 2005, respectively. Tax benefits attributable to employee stock option exercises were \$2.8 million and \$5.9 million for the three months ended June 30, 2006 and June 30, 2005, respectively. In accordance with SFAS No. 123R, we present excess tax benefits from the exercise of stock options, if any, as financing cash flows rather than operating cash flows.

Prior to the adoption of SFAS No. 123R, we applied SFAS No. 123 *Accounting for Stock-Based Compensation*, in which compensation expense is recorded for the issuance of stock options and other stock-based compensation in accordance with either the fair value method specified in SFAS No. 123 or in accordance with the intrinsic value method specified in Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*. Under the intrinsic value method, compensation expense is recorded on the date of grant or measurement date only if the current market price of the underlying stock exceeds the stock option or other stock-based awards exercise price. If the grant date stock price exceeds the strike price, then the intrinsic value is equal to the positive difference between these two values. As such, we have restated prior periods (see Note 2 to the consolidated financials statements) to properly account for these options.

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The following table illustrates the effect on net loss after tax and net loss per common share as if we had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation during the three months ended June 30, 2005 (in thousands, except per share amounts):

	Three months ended June 30, 2005	
	As restated	
Net loss, as reported	\$	(4,247)
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects		649
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects		(3,626)
Pro forma net loss	\$	(7,224)
Loss per share		
Basic as reported	\$	(0.02)
Basic pro forma	\$	(0.03)
Diluted as reported	\$	(0.02)
Diluted pro forma	\$	(0.03)

In addition, included in net loss, as reported, is \$17,000 related to amortization of unearned compensation related to restricted stock.

As of April 1, 2005, the Company began estimating the value of employee stock options on the date of grant using a binomial-lattice model. Prior to April 1, 2005 the value of each employee stock option was estimated on the date of grant using the Black-Scholes model for the purpose of the pro forma financial information in accordance with SFAS No. 123.

Our employee stock options have features that differentiate them from exchange-traded options. These features include lack of transferability, early exercise, vesting restrictions, pre- and post-vesting termination provisions, blackout dates, and time-varying inputs. In addition, some of the options have non-traditional features, such as accelerating vesting if certain performance conditions are met, that must be reflected in the valuation. A binomial-lattice model was selected because it is better able to explicitly address these features than closed-form models such as the Black-Scholes model, including the ability to reflect expected future changes in model inputs, including changes in volatility, during the option's contractual term.

Consistent with SFAS No. 123R, we have attempted to reflect expected future changes in model inputs during the option's contractual term. The inputs required by our binomial lattice model include expected volatility, risk-free interest rate, risk-adjusted stock return, dividend yield, contractual term, and vesting schedule, as well as measures of employees' forfeiture, exercise, and post-vesting termination behavior. Statistical methods were used to estimate employee type specific termination rates. These termination rates, in turn, were used to model the number of options that are expected to vest and post-vesting termination behavior. Employee type specific estimates of Expected Time-To-Exercise (ETTE) were used to reflect employee exercise behavior. ETTE was estimated by using statistical procedures to first estimate the conditional probability of exercise occurring during each time period, conditional on the option surviving to that time period. These probabilities are then used to estimate ETTE. The model was calibrated by adjusting parameters controlling exercise and post-vesting termination behavior so that the

measures output by the model matched values of these measures that were estimated from historical data. The weighted-average estimated value of employee stock options granted during the three months ended June 30, 2006 and 2005 was \$5.42 and \$4.68 per share, respectively, using the binomial-lattice model with the following weighted-average assumptions:

	Employee and Director Options and Warrants		Employee Stock Purchase Plan		
	June 30, 2006	June 30, 2005	June 30, 2006	June 30, 2005	
Expected Term (in years)	4.55	4.73	0.5	0.5	
Risk free Interest rate	5.05	% 4.64	% 4.68	% 3.07	%
Volatility	54.30	% 46.10	% 41.40	% 42.11	%
Dividend yield					
Weighted-average fair value at grant date (as restated)	\$ 5.42	\$ 4.68	\$ 3.55	\$ 2.96	

To estimate volatility for the binomial-lattice model, we use methods or capabilities that are discussed in SFAS No. 123R and Staff Accounting Bulletin No. 107. These methods included the implied volatility method based upon the volatilities for exchange-traded options on our stock to estimate short-term volatility, the historical method (annualized standard deviation of the instantaneous returns on Activision's stock) during the option's contractual term to estimate long-term volatility and a statistical model to estimate the transition or mean reversion from short-term volatility to long-term volatility. Based on these methods, for options granted during the quarter ended June 30, 2006, the expected stock price volatility ranged from 42.67% to 55.99%, with a weighted average volatility of 54.30% for options granted during the quarter ended June 30, 2006. For options granted during the three months ended June 30, 2005, the historical stock price volatility used was based on a weekly stock price observation, using an average of the high and low stock prices of our common stock, which resulted in an expected stock price volatility of 46.1%.

As was the case for volatility, the risk-free rate is assumed to change during the option's contractual term. Consistent with the calculation required by a binomial lattice model, the risk-free rate reflects the interest from one time period to the next (forward rate) as opposed to the interest rate from the grant date to the given time period (spot rate). Since we do not currently pay dividends and are not expected to pay them in the future, we have assumed that the dividend yield is zero.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is, as required by SFAS No. 123R, an output by the binomial-lattice model. The expected life of employee stock options depends on all of the underlying assumptions and calibration of our model. A binomial-lattice model can be viewed as assuming that employees will exercise their options when the stock price equals or exceeds an exercise boundary. The exercise boundary is not constant but continually declines as one approaches the option's expiration date. The exact placement of the exercise boundary depends on all of the model inputs as well as the measures that are used to calibrate the model to estimated measures of employees' exercise and termination behavior.

As stock-based compensation expense recognized in the Consolidated Statement of Operations for the first quarter of fiscal 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

Accuracy of Fair Value Estimates

The Company uses third-party analyses to assist in developing the assumptions used in the binomial lattice model, including model inputs and measures of employees' exercise and post-vesting termination behavior. However, we are responsible for the assumptions used to estimate the fair value of our share-based payment awards.

Our ability to accurately estimate the fair value of share-based payment awards as of the grant date depends upon the accuracy of the model and our ability to accurately forecast model inputs as long as ten years into the future. These inputs include, but are not limited to, expected stock price volatility, risk free rate, dividend yield, and employee termination rates. Although the fair value of employee stock options is determined in accordance with SFAS No. 123R and SAB 107 using an option-pricing model, the estimates that are produced by this model may not be indicative of the fair value observed between a willing buyer/willing seller. Unfortunately, it is difficult to determine if this is the case, because markets do not currently exist that permit the active trading of employee stock option and other share-based instruments.

Stock option activity for the three months ended June 30, 2006, is as follows (in thousands, except per share amounts):

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at March 31, 2006	48,337	\$ 6.20		
Granted	4,570	13.49		
Exercised	(912)	5.30		
Forfeiture	(1,205)	7.47		
Outstanding at June 30, 2006	50,790	\$ 6.84	6.6	\$ 245,355
Exercisable at June 30, 2006	29,317	\$ 4.34	5.3	\$ 201,544

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between our closing stock price on the last trading day of our first quarter of fiscal 2007 and the exercise price, times the number of shares) that would have been received by the option holders had all option holders exercised their options on June 30, 2006. This amount changes based on the fair market value of our stock. Total intrinsic value of options exercised is \$7.7 million for the three months ended June 30, 2006.

As of June 30, 2006, \$47.3 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.8 years.

The following tables summarize information about all employee and director stock options and warrants outstanding as of June 30, 2006 (share amounts in thousands):

	Outstanding Options				Exercisable Options			
	Shares	Remaining Wtd. Avg. Contractual Life (in years)		Wtd. Avg. Exercise Price	Shares		Wtd. Avg. Exercise Price	
Range of exercise prices:								
\$1.00 to \$1.08	717	3.86		\$ 1.05	717		\$ 1.05	
\$1.38 to \$1.75	8,216	2.74		1.75	8,216		1.75	
\$1.76 to \$3.53	6,519	5.91		3.33	4,708		3.31	
\$3.54 to \$5.00	6,049	6.48		4.05	4,560		3.99	
\$5.08 to \$6.34	5,509	6.15		5.76	3,772		5.77	
\$6.36 to \$7.73	6,782	6.66		7.16	5,800		7.12	
\$7.75 to \$11.10	5,712	8.27		9.72	998		8.79	
\$11.15 to \$13.45	5,168	9.06		12.38	507		11.97	
\$13.52 to \$15.21	5,793	9.65		13.98	18		14.80	
\$15.26 to \$17.21	325	9.28		16.29	21		16.45	
	50,790	6.60		\$ 6.84	29,317		\$ 4.34	

17. Recently Issued Accounting Standards

On November 24, 2004, the FASB issued Statement No. 151, *Inventory Costs, an Amendment of ARB No. 43, Chapter 4* (SFAS No. 151). The standard requires that abnormal amounts of idle capacity and spoilage costs within inventory should be excluded from the cost of inventory and expensed when incurred. The provisions of SFAS No. 151 are applicable to inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 did not have a material impact on our financial position or results of operations.

In May 2005, the FASB issued Statement No. 154 (SFAS No. 154), *Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and FASB Statement No. 3*. SFAS No. 154 changes the requirements for the accounting and reporting of a change in accounting principle and correction of errors. Under previous guidance, changes in accounting principle were recognized as a cumulative effect in the net income of the period of the change. The new statement requires retrospective application of changes in accounting principle and correction of errors, limited to the direct effects of the change, to prior periods' financial statements, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. SFAS No. 154 is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005. In the event that we have a future accounting change or a future error correction, SFAS No. 154 could have a material impact on our consolidated financial statements.

On February 16, 2006, the FASB issued Statement No. 155 (SFAS No. 155), *Accounting for Certain Hybrid Financial Instruments - An amendment of FASB Statements No. 133 and 140*. SFAS No. 155 amends FASB Statements No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* to resolve issues addressed in Statement 133 Implementation Issue No. D1, *Application of Statement 133 to Beneficial Interests in Securitized Financial Assets*. SFAS No. 155 permits fair value remeasurement for

any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation; clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133; establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation; clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and amends Statement 140 to eliminate the prohibition on a qualifying special purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS No. 155 is effective for all financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006. We do not expect that the adoption of SFAS No. 155 will have a material effect on our financial position or results of operations.

On March 17, 2006, the FASB issued Statement No. 156 (SFAS No. 156), *Accounting for Servicing of Financial Assets – an amendment of FASB Statement No. 140*. SFAS No. 156 amends Statement No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*, with respect to the accounting for separately recognized servicing assets and servicing liabilities. SFAS No. 156 requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations; requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable; permits either the *amortization method* or the *fair value measurement method*, as subsequent measurement methods for each class of separately recognized servicing assets and servicing liabilities; permits a one-time reclassification of available-for-sale securities to trading securities by entities with recognized servicing rights; and requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. SFAS No. 156 is effective in the first fiscal year that begins after September 15, 2006. We do not expect that the adoption of SFAS No. 156 will have a material effect on our financial position or results of operations.

In July 2006, the FASB issued Final Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes*, an interpretation of SFAS No. 109. FIN 48 clarifies the accounting for income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest, and penalties, accounting in interim periods, disclosure, and transition. In addition, FIN 48 excludes income taxes from the scope of SFAS No. 5, *Accounting for Contingencies*. FIN 48 is effective for fiscal years beginning after December 15, 2006. Differences between the amounts recognized in the consolidated balance sheets prior to the adoption of FIN 48 and the amounts reported after adoption will be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. We are currently evaluating the effect that the adoption of FIN 48 will have on our results of operations and financial position.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Purpose of this Amended Quarterly Report on Form 10-Q/A - Restatement of Unaudited Consolidated Financial Statements

Background of Review: In June 2006, two investment companies published reports analyzing companies in the video game publishing industry (including the Company) for potentially problematic option grants. In response to these reports, we directed Bryan Cave LLP, which was then our outside counsel, to review historic stock option grants to our senior executive officers, including grants identified in the published investment company reports, and to compile materials relating to such grants. In July 2006, two stockholder derivative lawsuits were filed against certain of our current and former officers and directors alleging improprieties in our issuance of stock options. On July 25, 2006, the Board approved the appointment of a Special Subcommittee of independent directors to conduct a comprehensive independent review of our practices and policies relating to the granting of stock options (the "Special Subcommittee").

Scope of Review: On or about August 4, 2006, the Special Subcommittee retained the law firm of Munger Tolles & Olson LLP to serve as counsel to the Special Subcommittee and to assist the Special Subcommittee in conducting its review. Counsel to the Special Subcommittee thereafter retained Deloitte & Touche USA LLP ("Deloitte"), an independent registered public accounting firm, to assist in a review of facts and circumstances regarding our historical stock option grants and to advise Special Subcommittee counsel on accounting issues with respect to the stock option grants.

The Special Subcommittee's review covered facts, circumstances and timing of stock option grants made by the Company from fiscal 1992 to fiscal 2006 and analyzed the nature and extent of issues associated with our stock option practices during that period. The Special Subcommittee reviewed 4,849 grants covering 204,230,604 shares, or about 86% of the 237,756,486 options granted in the period reviewed.

The Special Subcommittee and its advisers collected and processed more than 143 gigabytes of electronic data in the course of the review, including data from our servers and the local hard drives of 32 computers used by key custodians. The review also included physical searches for relevant hard copy documents, including those found in our corporate offices, the human resources department, the legal department, the stock administration department, and the finance department. The Special Subcommittee also requested and received files maintained by the Compensation Committee members and our former outside legal counsel. This data in excess of 9,700,000 total pages was loaded into a database to assist in identifying relevant materials for further review. The Special Subcommittee's lawyers employed a search process utilizing a variety of search terms that resulted in review of over 500,000 separate documents. Based on the results of these targeted searches, the Special Subcommittee's lawyers reviewed more than 8,000,000 pages of electronic data and hard copy documents, as well as another 209,310 pages of native format hard drive data that could not be loaded to the database due to technical reasons.

In addition, Deloitte performed extensive analysis of stock option grant data. In the course of this analysis, Deloitte reviewed more than 99,000 individual documents, consisting of more than 2.5 million pages, and discussed with the Special Subcommittee and its counsel proposed accounting treatments for many of the grants, including the most significant ones covered by the review.

In addition to document review, the Special Subcommittee's lawyers conducted interviews and, in some cases, follow-up interviews, with more than 20 individuals with knowledge of our stock option practices, including 11 current employees, 3 former employees, 4 current or former members of the Compensation Committee of the Board, and 3 attorneys who served as outside counsel to the Company on matters relating to stock options grants.

Findings: The Special Subcommittee reviewed 4,849 option grants covering 204,230,604 shares, or about 86% of the 237,756,486 options granted in the period reviewed, and found that 3,450 grants covering 148,747,202 shares required measurement date corrections. Of the options found to require measurement date corrections, a majority covering approximately 88,250,000 shares, were granted to non-officer employees or former officers of the Company, while options covering approximately 60,500,000 shares were granted to current officers and directors.

A majority of the grants requiring measurement date corrections (measured by number of shares) occurred on 16 dates over the 15-year period reviewed by the Special Subcommittee. Twelve annual grants, covering 29,423,701 shares, were found to require measurement date corrections, including almost 100% of the options included in the annual grants made in the 10 calendar years 1996 through 2005 and approximately 5.9% of the annual grants made in calendar year 2006 (covering 24.3% of the shares covered by the 2006 annual grants). In addition, acquisition grants covering 4,656,491 million shares were found to require measurement date corrections. The remaining grants requiring measurement date corrections (covering 114,667,010 shares), consisted of various employment service related grants over the 15-year period reviewed by the Special Subcommittee, which included employment contract related grants (new contracts or the renewal of existing contracts), new hire grants, promotion grants, merit and bonus grants, and retention incentive grants.

The need for these measurement date corrections arose from failure to understand and apply the correct accounting rules, failure to establish and maintain adequate procedures and controls, failure on certain occasions to appreciate the implications of available information, and insufficient finality and documentation. As a result, the exercise prices for certain options were affected by selection of grant dates with hindsight, which led to errors in the determination of measurement dates, and we did not correctly account for modifications and repricings after initial grant dates.

Determination of Measurement Dates: According to APB No. 25, the measurement date is the first date on which proper approval is obtained and all of the following are known: (1) the individual employee who is entitled to receive the option grant, (2) the number of options that an individual employee is entitled to receive, and (3) the option's exercise price. To correct the measurement date inaccuracies, we re-determined the measurement date based on the date when all APB No. 25 criteria were satisfied. Effective April 1, 2006, the determination of the measurement date in accordance with SFAS No. 123R additionally includes the requirement to communicate the terms of the option awards to the grantees. In re-determining the most appropriate measurement date of an option grant, we considered meeting minutes and other documents of our Board of Directors, including minutes of the Compensation Committee, in addition to the following data:

- reports on Form 4 filed with the SEC;
- personnel files;
- payroll records;
- information obtained in interviews with various current and former Company employees and members of our Board of Directors;
- various records maintained by our human resources department;
- contemporaneous emails; and
- the date on which such grants were entered into the Company's stock option system (option entry date) and thereby constructively communicated to each recipient via each recipient's individual stock option account as administered by a third-party on-line broker.

For grants where there was not sufficient evidence and documentation to support the original measurement date or to determine the precise date when the number of options and exercise price were finalized, we used all available relevant information to form a reasonable conclusion as to the most likely measurement date for such option grants.

Over the 15 year review period covering from fiscal year 1992 through fiscal year 2006, and the first five months of fiscal 2007 (including the quarterly period covered by this Amended Quarterly Report on Form 10-Q/A) over 80% of all grants, representing over 90% of all shares, were either individually reviewed (such as an employment contract grant) or were reviewed as a separate block of grants (such as annual grants or acquisition related grants) or as an identifiable category of grants with common characteristics. The remaining 1,489 grants, representing less than 8% of all shares, were not individually reviewed and did not appear to have any unusual pricing or other characteristics indicating a need for full individual review. Sampling and other analysis indicated that these remaining grants consisted of grants to rank-and-file employees,

largely in the categories of employment contract, bonus, and other miscellaneous grants. These remaining grants, for the 5 year period

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from fiscal year 2002 through fiscal year 2006, represented 4,953,230 shares and 2% of all the shares granted during the entire 15 year review period. Various analytics and sensitivities were performed to determine whether these remaining grants had any unique pricing or other characteristics. None were identified. For perspective as a sensitivity analysis, if the high market price between the option grant date and the option entry date (the date on which such grants were entered into the Company's stock option system and available to employees) was used as an alternative measurement date price for a sampling of grants based on distribution patterns and price ranges, the total additional non-cash pre-tax stock-based compensation expense would be approximately \$2.5 million spread over a period from fiscal year 1994 through fiscal year 2006, and approximately \$1.3 million of non-cash pre-tax stock-based expense would impact the five fiscal years from 2002 through 2006. Given the immaterial number of shares and limited potential income statement impact, along with the absence of unique pricing or other characteristics, additional review procedures were not deemed necessary for these remaining grants and were therefore not applied, and no change was made to the original grant date as the measurement date.

The following is a summary of the primary stock-option accounting errors underlying this restatement and their impact in key categories of option grants.

Grant Dates and Exercise Prices Based on Employment Service Related Business Events Insufficient to Support Reported Measurement Date

A large number of the grants requiring measurement date corrections were made in connection with employment service related business events (including employment contracts for both new hires and contract renewals for existing employees). In many instances, the Special Subcommittee determined that the lowest price was chosen from among several alternative dates, on the theory that it was permissible to use a date that was tied to a business event, such as the date negotiations commenced, the date of a handshake agreement, the date that an employee began working for the Company, or the date that the contract was signed by the employee. These grants account for approximately \$34.5 million, or about 52% of the total of approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Annual Grants Affected by Insufficient Finality and Documentation and Selection of Dates with Hindsight

Annual grants were issued to a large number of employees each year (typically in April) and were made at the lowest or second-lowest price of the month in which they were granted from calendar year 1997 through calendar year 2003. The Special Subcommittee found evidence that the dates of some or all of these grants were chosen in late April or early May and were therefore affected by selection of dates with hindsight, and that required details of various annual grants did not have the required level of finality, including completion of allocations of options to individual employees, or were not supported by sufficient documentation until after the reported grant date. In total, twelve annual grants, covering 29,423,701 shares, were found to require measurement date corrections, including almost 100% of the options included in the annual grants made for the 10 calendar years 1996 through 2005 and approximately 5.9% of the annual grants made for calendar year 2006 (covering 24.3% of the shares covered by the calendar year 2006 annual grants). Annual grants account for approximately \$18.7 million or approximately 28% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Grants Affected by Modifications after Initial Grant Date

Certain grants were modified after the initial grant date, but the Company did not account correctly for the modification in accordance with APB No. 25. The modifications included the acceleration of vesting, the continuation of the vesting period of options of terminated employees or the extension of the post-service exercise period for vested stock options of terminated employees. Modifications were made to 337 option grants that were not accounted for in accordance with APB No. 25. We recorded approximately \$10.0 million additional pre-tax stock-based compensation expense to properly account for these modifications, or about 15% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the

Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Grants Affected by Repricings after Initial Grant Date

Certain grants (mostly relating to employment service related grants on three dates) were repriced after the initial grant date, but the Company did not account correctly for the repricing. Such repricings are considered a modification of an award and require the application of variable accounting. In accordance with the provisions of Financial Accounting Standard Board Interpretation 44, Accounting for Certain Transactions involving Stock Compensation, we determined that we should have recorded an additional \$3.5 million in stock-based compensation expense related to these grants, or approximately 5% of the approximately \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements as reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006.

Impact. We have recorded approximately \$66.7 million in additional pre-tax stock-based compensation expense for the thirteen year period from April 1, 1993 through March 31, 2006 in accordance with APB No. 25. The additional stock-based compensation expense is amortizable over the service period relating to each option, typically three to five years, with approximately two-thirds of the total expense being recorded in or before fiscal 2002. Separately, the restatement reflects an additional \$1.7 million pre-tax change (\$1.1 million after-tax) related to recently identified payroll tax withholding in fiscal 2005. Additionally, approximately \$0.6 million in additional pre-tax stock-based compensation expense was recorded to correct measurement date inaccuracies, pursuant to the provisions of SFAS No. 123R, during the three months ended June 30, 2006, for the period specifically covered by this Amended Quarterly Report on Form 10-Q/A. For the three months ended June 30, 2005, approximately \$0.9 million in additional pre-tax stock-based compensation expense was recorded to correct measurement date inaccuracies, in accordance with APB No. 25 and has been included in the approximately \$66.7 million in additional pre-tax stock-based compensation expense for the thirteen year period from April 1, 1993 through March 31, 2006.

Years ended March 31,	Total additional compensation expense	2006	2005	2004	2003	2002	Cumulative effect at April 1, 2001
Net income, as previously reported		\$ 41,899	\$ 138,335	\$ 77,715	\$ 66,180	\$ 52,238	
Additional compensation expense resulting from improper measurement dates for stock option grants(1)	\$ 68,351	2,731	4,963	(1)5,280	10,156	22,017	\$ 23,204
Tax related effects	(21,828)	(1,083)	(1,685)	(1,663)	(2,979)	(6,732)	(7,686)
Total effect on net income	\$ 46,523	1,648	3,278	3,617	7,177	15,285	\$ 15,518
Net income, as restated		\$ 40,251	\$ 135,057	\$ 74,098	\$ 59,003	\$ 36,953	

(1) Also includes \$1.7 million charge for insufficient payroll tax withholdings in fiscal 2005.

Years ended March 31,	2001	2000	1999	1998	1997	1996	1995	1994
Additional compensation expense resulting from improper measurement dates for stock option grants	\$ 3,816	\$ 5,267	\$ 2,384	\$ 3,884	\$ 4,785	\$ 2,919	\$ 110	\$ 39
Tax related effects	(1,281)	(1,598)	(746)	(1,392)	(1,879)	(740)	(37)	(13)
Total effect on net income	\$ 2,535	\$ 3,669	\$ 1,638	\$ 2,492	\$ 2,906	\$ 2,179	\$ 73	\$ 26

Of the \$66.7 million in additional pre-tax stock-based compensation expense recorded by the Company in the restated financial statements reported in the Company's Amended Annual Report on Form 10-K/A for the fiscal year ended March 31, 2006, approximately \$40.5 million, or approximately 61%, relates to grants to non-officers, approximately \$21.1 million, or 31%, relates to grants to current officers and directors, and approximately \$5.1 million, or 8%, relates to grants to former officers.

The cumulative effect of all the restatement adjustments to our Consolidated Balance Sheet as of March 31, 2001 resulted in a decrease in retained earnings of \$15.5 million, an increase in additional paid-in capital of \$17.4 million, and an increase in deferred tax assets of \$1.9 million.

Certain Tax Consequences: Certain stock options were granted with an exercise price lower than the fair market value on the actual measurement dates, with vesting occurring after December 31, 2004, which resulted in nonqualified deferred compensation for purposes of Section 409A of the Internal Revenue Code. Section 409A subjects the option holders to additional income tax, penalties and interest on the value of the options deferred and, in certain cases, exercised each year. We do not have any tax liability associated with Section 409A. For options that have already been exercised by non-executive officer employees, that are subject to Section 409A consequences, the Company has elected to participate in the Internal Revenue Service program described in IRS Announcement 2007-18 pursuant to which the Company was able to pay the Section 409A taxes on behalf of its non-executive officer employees, and has incurred \$7.3 million in additional pre-tax compensation expense in the fiscal quarter ended March 31, 2007, in absorbing these related costs on behalf of these employees. With respect to unexercised options subject to Section 409A held by such current and former non-executive officer employees, the Company on or about June 7, 2007 is commencing an offer to amend the exercise price of these options to eliminate their Section 409A tax liability consistent with Internal Revenue Service guidance. Pursuant to the offer, the Company will also make a cash payment in January 2008 to employees who accept the offer, in an amount equal to the difference between the original exercise price of each amended option and the amended exercise price of each amended option. This will likely result in additional future compensation expense to the Company once these actions occur.

Responsibility for Option Grant Practices. The Special Subcommittee found that four individuals – former heads of human resources, finance and legal, and a senior partner of our former outside corporate law firm who sat on and acted as secretary to our Board – bore significant responsibility, in varying degrees, for measurement date inaccuracies by virtue of their positions and/or involvement in the option granting process at varying times. The Special Subcommittee made no finding as to intentional wrongdoing by these individuals.

The Special Subcommittee also determined that Robert A. Kotick (chairman of the board and chief executive officer), Brian G. Kelly (co-chairman of the board), Ronald Doornink (director and senior advisor),

and George Rose (senior vice president, general counsel and secretary) did not engage in intentional wrongdoing with respect to our stock option granting practices.

Remedial Measures: The Special Subcommittee recommended that six current officers and directors (Messrs. Kotick, Kelly, Doornink, Rose and Morgado and Ms. Isgur) and the four individuals found by the Special Committee to have significant responsibility for the option misdating relinquish the economic benefits resulting from measurement date inaccuracies and mispricing of stock options. In the case of options that have already been exercised, all six current officers and directors have agreed to pay the additional exercise price to the Company or agreed to the cancellation of vested but unexercised options with a value equivalent to the additional exercise price, subject to final documentation. For options that have not yet been exercised, these six current officers and directors have also agreed that the exercise price will be increased so as to be equal to the fair market value of the Company's stock on the redetermined measurement date. Two of the other four individuals have agreed to make similar repayments and/or exercise price increases or option cancellations, subject to final documentation. The Company is discussing similar agreements with the remaining two individuals.

In addition, we have realigned certain internal responsibilities related to the granting and reporting of stock options. In this regard, the employment contract of our former head of human resources, which expired on March 31, 2007, was not renewed; a new head of human resources is being recruited; and, in the interim, responsibilities for stock option granting and reporting have been reassigned. To further enhance our corporate governance practices, we have established and filled a position of principal compliance officer, with a reporting line directly to the Nominating and Governance Committee of our Board, and are reviewing the configuration of the Compensation Committee of the Board.

In addition, consistent with the recommendations of the Special Subcommittee, we have disengaged from our prior outside corporate counsel and have engaged new outside corporate counsel.

We have also already adopted a number of modifications to our stock option granting procedures. The new policies and practices for our stock option grant practices were approved on November 21, 2006 by the Joint Compensation and Nominating and Governance Committee of our Board, and became effective January 1, 2007. Our new option granting policies and procedures are designed to eliminate uncertainty in the pricing of options and also provide the Compensation Committee with the full ability to review and approve all grants prior to pricing on a date set on or after the date of the Compensation Committee action. Some of the highlights of the new option granting process are:

- All proposed grants during the month will be verified so as to comply with pre-approved grant guidelines and other financial and legal requirements by the seventh day of the following month. For these purposes, a team of legal, human resources and finance personnel (Cross Functional Team) has been established to review each proposed grant for compliance with documentation and procedures. No grant will be issued until such compliance is established and the grant is approved by the Compensation Committee.
- The Compensation Committee will meet at least quarterly, to review and approve all documented and verified proposed grants submitted by the Cross Functional Team. All grants approved by the Compensation Committee will be effective, and will be priced based on the closing price of our stock, on a date set by the Compensation Committee that will be on or after the date of Compensation Committee action. Details of the grant (including the exercise price) will be communicated to the grantees promptly following approval and pricing.
- All new hire offer letters and employee renewal agreements will provide that all grants and terms of grants are subject to approval by the Compensation Committee.
- Stock option data will be entered into Equity Edge, our stock option tracking software, promptly (and only) after grant approval is received from the Compensation Committee.

Finally, the Special Subcommittee recommended that Board meetings include more senior executives and that human resources, finance and legal personnel receive additional training on options and compliance issues. Many of these recommendations have already been implemented and we plan to implement the remaining recommendations in our fiscal year that began on April 1, 2007.

Overview

Our Business

We are a leading international publisher of interactive entertainment software products. We have built a company with a diverse portfolio of products that spans a wide range of categories and target markets and that is used on a variety of game hardware platforms and operating systems. We have created, licensed, and acquired a group of highly recognizable brands, which we market to a variety of consumer demographics. Our fiscal 2007 product portfolio is expected to include titles such as *Over the Hedge*, *X-Men: The Official Game*, *Marvel: Ultimate Alliance*, *Tony Hawk's Project 8*, *Tony Hawk's Downhill Jam*, *Call of Duty 3*, *Guitar Hero 2*, and *Enemy Territory: Quake Wars*.

Our products cover diverse game categories including action/adventure, action sports, racing, role-playing, simulation, first-person action, music-based gaming, and strategy. Our target customer base ranges from casual players to game enthusiasts, children to adults, and mass-market consumers to value buyers. We currently offer our products primarily in versions that operate on Sony PlayStation 2 (PS2), Nintendo GameCube (GameCube), Microsoft Xbox (Xbox), and Microsoft Xbox360 (Xbox360) console systems, Nintendo Game Boy Advance (GBA), Nintendo Dual Screen (NDS), and Sony PlayStation Portable (PSP) hand-held devices, and the personal computer (PC). The installed base for the current generation of hardware platforms is significant and the fiscal 2006 release of the Xbox360 and the upcoming calendar 2006 releases of Sony's PlayStation 3 (PS3) and Nintendo's Wii (Wii), will further expand the software market. We are currently developing three launch titles for the PS3, *Call of Duty 3*, *Marvel: Ultimate Alliance*, and *Tony Hawk's Project 8*, and three launch titles for the Wii, *Call of Duty 3*, *Marvel: Ultimate Alliance*, and *Tony Hawk's Downhill Jam*. Similar to our successful presence at the launch of the Xbox360, our plan is to have a significant presence at the launch of both the PS3 and the Wii while marketing to current-generation platforms as long as economically attractive given their large installed base.

Our publishing business involves the development, marketing, and sale of products directly, by license or through our affiliate label program with certain third party publishers. In the United States and Canada, we primarily sell our products on a direct basis to mass-market retailers, consumer electronics stores, discount warehouses, and game specialty stores. We conduct our international publishing activities through offices in the United Kingdom (UK), Germany, France, Italy, Spain, the Netherlands, Australia, Sweden, Canada, Korea, and Japan. Our products are sold internationally on a direct-to-retail basis, through third party distribution and licensing arrangements and through our wholly owned European distribution subsidiaries. Our distribution business consists of operations located in the UK, the Netherlands, and Germany that provide logistical and sales services to third party publishers of interactive entertainment software, our own publishing operations, and manufacturers of interactive entertainment hardware.

Our profitability is directly affected by the mix of revenues from our publishing and distribution businesses. Operating margins realized from our publishing business are typically substantially higher than margins realized from our distribution business. Operating margins in our publishing business are affected by our ability to release highly successful or hit titles. Though many of these titles have substantial production or acquisition costs and marketing budgets, once a title recoups these costs, incremental net revenues directly and positively impact our operating margin. Operating margins in our distribution business are affected by the mix of hardware and software sales, with software producing higher margins than hardware.

Our Focus

With respect to future game development, we will continue to focus on our big propositions, products that are backed by strong brands and high quality development, for which we will provide significant marketing support.

Our anticipated fiscal 2007 releases will include well-established brands, which are backed by high-profile intellectual property and/or highly anticipated motion picture releases. For example, we have a long-term relationship with Marvel Entertainment, Inc. through an exclusive licensing agreement for the Spider-Man and X-Men franchises through 2017. This agreement grants us the exclusive rights to develop and publish video games based on Marvel's comic book franchises Spider-Man and X-Men. Through June 30, 2006, games based on the Spider-Man and X-Men franchises have generated more than \$828.5 million in net revenues worldwide. In the first quarter of fiscal 2007 we released the video game, *X-Men: The Official Game*, coinciding with the theatrical release of *X-Men: The Last Stand*. For the remainder of fiscal 2007, under this agreement, we plan to release *Marvel: Ultimate Alliance* and, on the NDS and GBA, *Spider-Man: Battle for New York*. In addition, through our licensing agreement with Spider-Man Merchandising, LP, we developed and published video games based on Columbia Pictures/Marvel Entertainment, Inc.'s upcoming feature film *Spider-Man 3*, which was released in May 2007. In addition, we also have an agreement with Spider-Man Merchandising, LP for the exclusive worldwide publishing rights to publish entertainment software products based on subsequent Spider-Man movie sequels or new television series through 2017.

We also have an exclusive licensing agreement with professional skateboarder Tony Hawk. The agreement grants us exclusive rights to develop and publish video games through 2015 using Tony Hawk's name and likeness. Through June 30, 2006, we have released seven successful titles in the Tony Hawk franchise with cumulative net revenues of \$1.1 billion, including the most recent, *Tony Hawk's American Wasteland* (*THAW*), which was released in the third quarter of fiscal 2006. We continued to build on the Tony Hawk franchise in fiscal 2007 with the releases of *Tony Hawk's Project 8* and *Tony Hawk's Downhill Jam*.

We continue to develop a number of original intellectual properties which are developed and owned by Activision. For example, in the third quarter of fiscal 2006 we released *Call of Duty 2* on the PC and Xbox360 and *Call of Duty 2: Big Red One*, on the GameCube, PS2, and Xbox. According to NPD Funworld, *Call of Duty 2* remains the #1 Xbox360 title to date. These titles were the fourth and fifth releases based upon this original intellectual property following two other PC titles, *Call of Duty* and *Call of Duty: United Offensive*, and one other console title, *Call of Duty: Finest Hour*. We continued to build on the Call of Duty franchise with the release of *Call of Duty 3* in the third quarter of fiscal 2007. We expect to develop a variety of games on multiple platforms based on this original property as well as continue to invest in developing other original intellectual properties.

We will also continue to evaluate and exploit emerging brands that we believe have potential to become successful game franchises. For example, we have a multi-year, multi-property, publishing agreement with DreamWorks LLC that grants us the exclusive rights to publish video games based on DreamWorks Animation SKG's theatrical release *Shrek 2*, which was released in the first quarter of fiscal 2005, *Shrek the Third*, which was released in the second quarter of fiscal 2005, *Madagascar*, which was released in the first quarter of fiscal 2006, *Over the Hedge*, which was released in the first quarter of fiscal 2007, and all of their respective sequels, including *Shrek the Third* and *Madagascar 2*. In addition, our multi-year agreement with DreamWorks Animation SKG also grants us the exclusive video game rights to four upcoming feature films, *Bee Movie*, *Kung Fu Panda*, *Rex Havoc*, and *How to Train Your Dragon*, as well as potential future films in the *Shrek* franchise beyond *Shrek the Third*.

Additionally, we have a strategic alliance with Harrah's Entertainment, Inc. that grants us the exclusive, worldwide interactive rights to develop and publish *World Series of Poker* video games based on the popular World Series of Poker Tournament. In the second quarter of fiscal 2006, we released our first title under this alliance, *World Series of Poker*, which became the number one poker title of calendar 2005. In the second quarter of fiscal year 2007, we released our second title under this alliance, *World Series of Poker: Tournament of Champions*.

We also continue to build on our portfolio of licensed intellectual property. In February 2006, we signed an agreement with Hasbro Properties Group granting us the global rights, excluding Japan, to develop console, hand-held, and PC games based on Hasbro's Transformers brand. We anticipate releasing the first game concurrently with the July 2007 movie release of the live action Transformers film from DreamWorks Pictures and Paramount Pictures. In April 2006, we signed an agreement with MGM Interactive and EON

Productions Ltd. granting us the rights to develop and publish interactive entertainment games based on the James Bond license through 2014.

In addition to acquiring or creating high profile intellectual property, we have also continued our focus on establishing and maintaining relationships with talented and experienced software development and publishing teams. In June 2006, we acquired video game publisher RedOctane, Inc. (RedOctane), the publisher of the popular Guitar Hero franchise. We also have development agreements with other top-level, third-party developers such as id Software, Inc., Edge of Reality, Ltd., and Splash Damage, Ltd.

We are utilizing these developer relationships, new intellectual property acquisitions, new original intellectual property creations, and our existing library of intellectual property to further focus our game development on product lines that will deliver significant, lasting, and recurring revenues and operating profits.

Critical Accounting Policies

We have identified the policies below as critical to our business operations and the understanding of our financial results. The impact and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see Note 1 to the Notes to Consolidated Financial Statements included in Item 1. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition. We recognize revenue from the sale of our products upon the transfer of title and risk of loss to our customers. Certain products are sold to customers with a street date (the date that products are made widely available for sale by retailers). For these products we recognize revenue no earlier than the street date. Revenue from product sales is recognized after deducting the estimated allowance for returns and price protection. With respect to license agreements that provide customers the right to make multiple copies in exchange for guaranteed amounts, revenue is recognized upon delivery of such copies. Per copy royalties on sales that exceed the guarantee are recognized as earned. In addition, in order to recognize revenue for both product sales and licensing transactions, persuasive evidence of an arrangement must exist and collection of the related receivable must be probable. Revenue recognition also determines the timing of certain expenses, including cost of sales intellectual property licenses and cost of sales software royalties and amortization.

Sales incentives or other consideration given by us to our customers is accounted for in accordance with the Financial Accounting Standards Board's Emerging Issues Task Force (EITF) Issue 01-9, Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products). In accordance with EITF Issue 01-9, sales incentives and other consideration that are considered adjustments of the selling price of our products, such as rebates and product placement fees, are reflected as reductions of revenue. Sales incentives and other consideration that represent costs incurred by us for assets or services received, such as the appearance of our products in a customer's national circular ad, are reflected as sales and marketing expenses.

Allowances for Returns, Price Protection, Doubtful Accounts, and Inventory Obsolescence. In determining the appropriate unit shipments to our customers, we benchmark our titles using historical and industry data. We closely monitor and analyze the historical performance of our various titles, the performance of products released by other publishers and the anticipated timing of other releases in order to assess future demands of current and upcoming titles. Initial volumes shipped upon title launch and subsequent reorders are evaluated to ensure that quantities are sufficient to meet the demands from the retail markets, but at the same time, are controlled to prevent excess inventory in the channel.

We may permit product returns from, or grant price protection to, our customers under certain conditions. In general, price protection refers to the circumstances when we elect to decrease the wholesale price of a product by a certain amount and, when granted and applicable, allows customers a credit against

amounts owed by such customers to us with respect to open and/or future invoices. The conditions our customers must meet to be granted the right to return products or price protection are, among other things, compliance with applicable payment terms, delivery to us of weekly inventory and sell-through reports, and consistent participation in the launches of our premium title releases. We may also consider other factors, including the facilitation of slow-moving inventory and other market factors. Management must make estimates of potential future product returns and price protection related to current period product revenue. We estimate the amount of future returns and price protection for current period product revenue utilizing historical experience and information regarding inventory levels and the demand and acceptance of our products by the end consumer. The following factors are used to estimate the amount of future returns and price protection for a particular title: historical performance of titles in similar genres, historical performance of the hardware platform, historical performance of the brand, console hardware life cycle, Activision sales force and retail customer feedback, industry pricing, weeks of on-hand retail channel inventory, absolute quantity of on-hand retail channel inventory, our warehouse on-hand inventory levels, the title's recent sell-through history (if available), marketing trade programs, and competing titles. The relative importance of these factors varies among titles depending upon, among other items, genre, platform, seasonality, and sales strategy. Significant management judgments and estimates must be made and used in connection with establishing the allowance for returns and price protection in any accounting period. Based upon historical experience we believe our estimates are reasonable. However, actual returns and price protection could vary materially from our allowance estimates due to a number of reasons including, among others, a lack of consumer acceptance of a title, the release in the same period of a similarly themed title by a competitor, or technological obsolescence due to the emergence of new hardware platforms. Material differences may result in the amount and timing of our revenue for any period if factors or market conditions change or if management makes different judgments or utilizes different estimates in determining the allowances for returns and price protection. For example, a 1% change in our June 30, 2006 allowance for returns and price protection would impact net revenues by \$0.8 million.

Similarly, management must make estimates of the uncollectibility of our accounts receivable. In estimating the allowance for doubtful accounts, we analyze the age of current outstanding account balances, historical bad debts, customer concentrations, customer creditworthiness, current economic trends, and changes in our customers' payment terms and their economic condition, as well as whether we can obtain sufficient credit insurance. Any significant changes in any of these criteria would affect management's estimates in establishing our allowance for doubtful accounts.

We value inventory at the lower of cost or market. We regularly review inventory quantities on hand and in the retail channel and record a provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would impact management's estimates in establishing our inventory provision.

Software Development Costs. Software development costs include payments made to independent software developers under development agreements, as well as direct costs incurred for internally developed products.

We account for software development costs in accordance with Statement of Financial Accounting Standard (SFAS) No. 86, Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed. Software development costs are capitalized once technological feasibility of a product is established and such costs are determined to be recoverable. Technological feasibility of a product encompasses both technical design documentation and game design documentation. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product-by-product basis. Prior to a product's release, we expense, as part of cost of sales software royalties and amortization, capitalized costs when we believe such amounts are not recoverable. Capitalized costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Amounts related to software development which are not capitalized are charged immediately to product development expense. We evaluate the future recoverability of capitalized amounts on a quarterly basis. The recoverability of capitalized software development costs is evaluated based on the expected performance of the specific products for which the costs relate. Criteria used to evaluate expected product performance include: historical performance of comparable products using comparable technology; orders for

the product prior to its release; and estimated performance of a sequel product based on the performance of the product on which the sequel is based.

Commencing upon product release, capitalized software development costs are amortized to cost of sales — software royalties and amortization based on the ratio of current revenues to total projected revenues, generally resulting in an amortization period of six months or less. For products that have been released in prior periods, we evaluate the future recoverability of capitalized amounts on a quarterly basis. The primary evaluation criterion is actual title performance.

Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established, as well as in the ongoing assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than and/or revised forecasted or actual costs are greater than the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge.

Intellectual Property Licenses. Intellectual property license costs represent license fees paid to intellectual property rights holders for use of their trademarks, copyrights, software, technology, or other intellectual property or proprietary rights in the development of our products. Depending upon the agreement with the rights holder, we may obtain the rights to use acquired intellectual property in multiple products over multiple years, or alternatively, for a single product.

We evaluate the future recoverability of capitalized intellectual property licenses on a quarterly basis. The recoverability of capitalized intellectual property license costs is evaluated based on the expected performance of the specific products in which the licensed trademark or copyright is to be used. As many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property, and the rights holder's continued promotion and exploitation of the intellectual property. Prior to the related product's release, we expense, as part of cost of sales — intellectual property licenses, capitalized intellectual property costs when we believe such amounts are not recoverable. Capitalized intellectual property costs for those products that are cancelled or abandoned are charged to product development expense in the period of cancellation. Criteria used to evaluate expected product performance include: historical performance of comparable products using comparable technology; orders for the product prior to its release; and estimated performance of a sequel product based on the performance of the product on which the sequel is based.

Commencing upon the related product's release, capitalized intellectual property license costs are amortized to cost of sales — intellectual property licenses based on the ratio of current revenues for the specific product to total projected revenues for all products in which the licensed property will be utilized. As intellectual property license contracts may extend for multiple years, the amortization of capitalized intellectual property license costs relating to such contracts may extend beyond one year. For intellectual property included in products that have been released and unreleased products, we evaluate the future recoverability of capitalized amounts on a quarterly basis. The primary evaluation criterion is actual title performance.

Significant management judgments and estimates are utilized in the assessment of the recoverability of capitalized costs. In evaluating the recoverability of capitalized costs, the assessment of expected product performance utilizes forecasted sales amounts and estimates of additional costs to be incurred. If revised forecasted or actual product sales are less than, and/or revised forecasted or actual costs are greater than, the original forecasted amounts utilized in the initial recoverability analysis, the net realizable value may be lower than originally estimated in any given quarter, which could result in an impairment charge. Additionally, as noted above, as many of our intellectual property licenses extend for multiple products over multiple years, we also assess the recoverability of capitalized intellectual property license costs based on certain qualitative factors such as the success of other products and/or entertainment vehicles utilizing the intellectual property, whether there are any future planned theatrical releases or television series based on the intellectual property and the rights holder's continued promotion and exploitation of the intellectual property. Material differences

may result in the amount and timing of charges for any period if management makes different judgments or utilizes different estimates in evaluating these qualitative factors.

Stock-based Compensation Expense

On April 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment, (SFAS No. 123R) which requires the measurement and recognition of compensation expense for all share-based payment awards made to our employees and directors including employee stock options and employee stock purchases related to the Employee Stock Purchase Plan based on estimated fair values. Stock-based compensation expense recognized under SFAS No. 123R for the three months ended June 30, 2006 was \$5.8 million. There was \$0.9 million of stock-based compensation expense related to employee stock options and employee stock purchases recognized under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25) during the three months ended June 30, 2005. See Note 16 to the Consolidated Financial Statements for additional information.

As of April 1, 2005, the Company began estimating the value of employee stock options on the date of grant using a binomial-lattice model. Prior to April 1, 2005 the value of each employee stock option was estimated on the date of grant using the Black-Scholes model for the purpose of the pro-forma financial information in accordance with SFAS No. 123. The fair value of a share-based payment as of the grant date estimated by an option pricing model depends upon our future stock price as well as assumptions concerning expected volatility, risk-free interest rate, and risk-adjusted stock return, as well as measures of employees' forfeiture, exercise, and post-vesting termination behavior. Statistical methods were used to estimate employee type specific termination rates. These termination rates, in turn, were used to model the number of options that are expected to vest and post-vesting termination behavior. Employee type specific estimates of Expected Time-To-Exercise (ETTE) were used to reflect employee exercise behavior. ETTE was estimated by using statistical procedures to first estimate the conditional probability of exercise occurring during each time period, conditional on the option surviving to that time period. These probabilities were then used to estimate ETTE. The model was calibrated by adjusting parameters controlling exercise and post-vesting termination behavior so that the measures output by the model matched values of these measures that were estimated from historical data. The weighted-average estimated value of employee stock options granted during the three months ended June 30, 2006 was \$5.42 per share (as restated) using the binomial-lattice model with the following weighted-average assumptions:

	Three Months Ended June 30, 2006	
Expected volatility	54.30	%
Risk-free interest rate	5.05	%
Expected dividends		

To estimate volatility for the binomial-lattice model, we use methods or capabilities that are discussed in SFAS No. 123R and Staff Accounting Bulletin No. 107. These methods included the implied volatility method, which uses the market price of traded options to estimate short-term volatility, the historical method (annualized standard deviation of the instantaneous returns on Activision's stock) during the option's contractual term to estimate long-term volatility and a statistical model to estimate the transition or mean reversion from short-term volatility to long-term volatility. Based on these methods, for options granted during the quarter ended June 30, 2006, the expected stock price volatility ranged from 42.67% to 55.99%, with a weighted average volatility of 54.30% for options granted during the quarter ended June 30, 2006. For options granted during the three months ended June 30, 2005, the historical stock price volatility used was based on a weekly stock price observation, using an average of the high and low stock prices of our common stock, which resulted in an expected stock price volatility of 46.1%.

As was the case for volatility, the risk-free rate is assumed to change during the option's contractual period. As required by a binomial lattice model, the risk-free rate reflects the interest from one time period to the next (forward rate) as opposed to the interest rate from the grant date to the given time period (spot

rate). Since we do not currently pay dividends and are not expected to pay them in the future, we have assumed that the dividend yield is zero.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and is, as required by SFAS No. 123R, output by the binomial-lattice model. The expected life of employee stock options depends on all of the underlying assumptions and calibration of our model. The binomial-lattice model assumes that employees will exercise options when the stock price equals or exceeds an exercise boundary. The exercise boundary is not constant but continually declines as one approaches the option's expiration date. The exact placement of the exercise boundary depends on all of the model inputs as well as the measures that were used to calibrate the model to estimated measures of employees' exercise and termination behavior.

As stock-based compensation expense recognized in the Consolidated Statement of Operations for the first quarter of fiscal 2007 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. SFAS No. 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures were estimated based on historical experience.

If factors change and we employ different assumptions in the application of SFAS No. 123R in future periods, the compensation expense that we record under SFAS No. 123R may differ significantly from what we have recorded in the current period.

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The following table sets forth certain consolidated statements of operations data for the periods indicated as a percentage of total net revenues and also breaks down net revenues by territory, business segment and platform, as well as operating loss by business segment (amounts in thousands):

	Three months ended June 30, 2006 As restated			2005 As restated		
Net revenues	\$ 188,069	100	%	\$ 241,093	100	%
Costs and expenses:						
Cost of sales product costs	108,623	58		136,754	57	
Cost of sales software royalties and amortization	19,261	10		14,576	6	
Cost of sales intellectual property licenses	9,916	5		20,940	9	
Product development	25,625	14		18,078	7	
Sales and marketing	36,179	19		46,367	19	
General and administrative	21,914	12		18,697	8	
Total costs and expenses	221,518	118		255,412	106	
Operating loss	(33,449)	(18)		(14,319)	(6)	
Investment income, net	8,275					