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# SULLIVAN & CROMWELL

NEW YORK TELEPHONE (212) 558-4000
TELEX 62694 (INTERNATIONAL) 27816 (DOMESTIC)
CABLE ADDRESS: LADYCOURT, NEW YORK
FACSIMILE: (212) 558-3588 (125 BROAD STREET)
(212) 558-3792 (250 PARK AVENUE)

125 Broad Street, New York 10004

250 PARK AVENUE, NEW YORK 10177
1701 PENNSYLVANIA AVE., N.W., WASHINGTON, D.C. 20006
444 SOUTH FLOWER STREET, LOS ANGELES 90071
8, PLACE VENDÔME, 75001 PARIS
ST. OLAVES HOUSE, 9a IRONMONGER LANE, LONDON EC2V 8EY
ASSOCIATED OFFICES:
140 WILLIAM STREET, MELBOURNE 3000
2-1, MARUNOUCHI 1 CHOME, CHIYODA-KU, TOKYO 100

November 6, 1992
(Date)

From: Kevin Miller
NUMBER OF PAGES TRANSMITTED (INCLUDING THIS COVER SHEET): 31

| | TO | COMPANY | FAX # |
|---|---|---|---|
| 1. | Samuel J. Rozel | North American Philips Corp. | (212) 850-7304 |
| 2. | Carol Marshall | Lockheed Corp. | (818) 876-2082 |
| 3. | Roger K. Hoover | Lockheed Sanders | (603) 885-2167 |
| 4. | J.H.H. Heijboer | Philips International | 31-40-786488 |
| 5. | | | |
| 6. | | | |
| 7. | | | |
| 8. | | | |
| 9. | | | |
| 10. | | | |

I spoke with Kevin Miller 11/9/92 11:55 am and went through these papers. The changes are because the previous 26,295,010 shares became 2-1 629,501 after a 10 to 1 reverse split and then became 3,072,959 after a 10 to 1 reverse split and issuance of an additional 443,258 shares in further satisfaction of the unsecured debt. Few issues still open with Kevin to be resolved all over again

Messenger dumped the Ostervision, Inc.

SENT BY OPERATOR: [illegible] VOICE NUMBER: (212) 558-3986/7
FACSIMILE MACHINES: (212) 558-3588 (212) 814-5798

ACKNOWLEDGEMENT REQUIRED YES ☐ NO ☐

PLEASE ACKNOWLEDGE RECEIPT BY RETURNING THIS COVER SHEET TO EITHER OF OUR FACSIMILE MACHINES.

NUMBER OF PAGES RECEIVED: _____ PAGES MISSING/NEED REPEATING: _____

COMPANY NAME: _____

**CONFIDENTIALITY NOTE:** The information in this facsimile message ("fax") is sent by an attorney or his/her agent, is intended to be confidential and for the use of only the individual or entity named above. The information may be protected by attorney/client privilege, work product immunity or other legal rules. If the reader of this message is not the intended recipient, you are notified that retention, dissemination, distribution or copying of this fax is strictly prohibited. If you receive this fax in error, please notify us immediately by telephone and return it to the address above. Thank you.

SULLIVAN & CROMWELL

November 6, 1992

MEMORANDUM TO: J.H.H. Heijboer
(Philips Electronics N.V.)

Samuel Rozel
(North American Philips Corporation)

Carol Marshall
(Lockheed Corporation)

Roger Hoover
(Lockheed Sanders, Inc.)

FROM: Kevin Miller

RE: Activision (formerly Mediagenic)

Attached please find revised drafts of (i) Amendment No. 1 to the Schedule 13D filed in connection with the acquisition by NAPC of shares of common stock, no par value ("Activision Common Stock"), of Activision, Inc. (formerly Mediagenic) and (ii) Statements of Changes in Beneficial Ownership of Form 4. On November 6, 1992, NAPC received 443,458 additional shares of Activision Common Stock in further satisfaction of its unsecured claim against Activision, Inc. I have been informed by counsel to Activision that NAPC should shortly receive a small number of additional shares in final satisfaction of such claim.

Please call me at (212) 558-3420 (telecopy: (212) 558-3588) with any questions or comments regarding these drafts. I would like to resolve any open issues on Monday so that they can be filed on Tuesday morning.

K.M.

(Attachment)

cc: Mr. Rowen

LAN03/29144

Draft of November 6, 1992

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)

Activision, Inc. (formerly Mediagenic)
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

58445V201
(CUSIP Number)

Andrew S. Rowen
Sullivan & Cromwell
125 Broad Street
New York, NY 10004
(212) 558-4000

Carol R. Marshall
Lockheed Corporation
4500 Park Granada Blvd.
Calabasas, CA 91399
(818) 876-2380

(Name, address and telephone number of person authorized to receive notices and communications)

November 6, 1992
(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: /__/

Check the following box if a fee is being paid with this statement: /__/

CUSIP NO. 58445V201

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Philips Electronics N.V.
I.R.S. Identification No. not provided

2. Check the Appropriate Box if a Member of a Group

(a) /X/

(b) / /

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

/ /

6. Citizenship or place of Organization
The Netherlands

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power<br>0 |
| | 8. | Shared Voting Power<br>3,072,959 |
| | 9. | Sole Dispositive Power<br>0 |
| | 10. | Shared Dispositive Power<br>3,072,959 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

☐

13. Percent of Class Represented by Amount in Row (11)

32.7%

14. Type of Reporting Person
HC, CO

CUSIP NO. 58445V201

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

North American Philips Corporation
I.R.S. Identification No. 13-1895219

2. Check the Appropriate Box if a Member of a Group

(a) /X/

(b) / /

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

/ /

6. Citizenship or place of Organization
Delaware

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power<br>0 |
| | 8. | Shared Voting Power<br>3,072,959 |
| | 9. | Sole Dispositive Power<br>0 |
| | 10. | Shared Dispositive Power<br>3,072,959 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

☐

13. Percent of Class Represented by Amount in Row (11)

32.7%

14. Type of Reporting Person

CO

CUSIP NO. 58445V201

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lockheed Corporation
I.R.S. Identification No. 95-0941880

2. Check the Appropriate Box if a Member of a Group

(a) /X/

(b) /__/

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) /__/

6. Citizenship or place of Organization
Delaware

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power<br>0 |
| | 8. | Shared Voting Power<br>3,072,959 |
| | 9. | Sole Dispositive Power<br>0 |
| | 10. | Shared Dispositive Power<br>3,072,959 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

☐

13. Percent of Class Represented by Amount in Row (11)

32.7%

14. Type of Reporting Person
HC, CO

CUSIP NO. 58445V201

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Lockheed Sanders, Inc.
I.R.S. Identification No. 02-0230872

2. Check the Appropriate Box if a Member of a Group

(a) /X/

(b) / /

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

/ /

6. Citizenship or place of Organization
Delaware

| | | |
|---|---|---|
| Number of Shares Beneficially Owned By Each Reporting Person With | 7. | Sole Voting Power<br>0 |
| | 8. | Shared Voting Power<br>3,072,959 |
| | 9. | Sole Dispositive Power<br>0 |
| | 10. | Shared Dispositive Power<br>3,072,959 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

☐

13. Percent of Class Represented by Amount in Row (11)

32.7%

14. Type of Reporting Person

CO

This Amendment No. 1 (the "Amendment"), to the Schedule 13D, dated July 22, 1992 (the "Original Statement"), relates to the acquisition by North American Philips Corporation ("NAPC") of shares of common stock, no par value, of Activision, Inc. (formerly Mediagenic) (the "Issuer"). This Amendment is being filed by (i) Philips Electronics N.V. ("Philips"), a Netherlands corporation, (ii) NAPC, a Delaware corporation and an indirect wholly owned subsidiary of Philips, (iii) Lockheed Sanders, Inc. ("Sanders"), a Delaware corporation and a wholly owned subsidiary of Lockheed Corporation, a Delaware corporation ("Lockheed"), and (iv) Lockheed. Capitalized terms not defined herein have the meanings set forth in the Original Statement.

Item 5 is hereby supplemented and amended as follows:

Item 5. Interest in Securities of the Issuer.

Pursuant to an amendment to the Issuer's Certificate of Incorporation, the Issuer announced a 10-for-1 reverse stock split (the "Reverse Stock Split") and, a change in its name from Mediagenic to Activision, Inc. Pursuant to the terms of the Reverse Stock Split, NAPC/Sanders surrendered certificates representing 26,295,010 shares of Common Stock to Continental Stock Transfer and Trust Company, as stock transfer agent, in exchange for certificates representing 2,629,501 post

Reverse Stock Split shares of common stock, no par value ("Activision Common Stock"), of the Issuer.

On October 29, 1992, Continental Stock Transfer and Trust Company, as nominee for certain unsecured creditors of the Issuer, distributed certificates representing the approximately 90% of the Trust Shares. Pursuant to such distribution, on November 6, 1992, NAPC/Sanders received 443,458 shares of Activision Common Stock in further satisfaction of the Unsecured Claim. The Reporting Persons have been informed by the Issuer that they should shortly receive additional shares Activision Common Stock pursuant to a distribution of the remaining Trust Shares in final satisfaction of the Unsecured Claim.

Each of the Reporting Persons is deemed to beneficially own the number of shares of Activision Common Stock and, based on information contained in the most recent publicly available filings of the Issuer with the Securities and Exchange Commission, the percentage of the class of Activision Common Stock listed in the responses to Items 11 and 13, respectively, of the cover page filed herewith relating to such Reporting Person. In addition, the number of shares of Activision Common Stock deemed beneficially owned by each Reporting Person with respect to which such Reporting Person (i) has sole voting power, (ii) shares voting power, (iii) has sole dispositive power and (iv) shares dispositive power are listed in the responses to

Items 7, 8, 9 and 10, respectively, of the cover page filed herewith relating to such Reporting Person.

Item 7. Material to be Filed as Exhibits.

| Exhibit | Description |
|---|---|
| (f) | Filing Agreement, dated November 3, 1992, among Philips, NAPC, Lockheed and Sanders. |

SIGNATURE

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

PHILIPS ELECTRONICS N.V.

By _____
Name: F.P. Carrubba
Title: Executive Vice President

Dated: 11/3/, 1992

SIGNATURE

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

LOCKHEED SANDERS, INC.

By _____
Name: Roger K. Hoover
Title: Secretary

Dated: November 3, 1992

SIGNATURE

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

LOCKHEED CORPORATION

By C R Marshall
Name: C. R. Marshall
Title: Vice President-
Secretary

Dated: November 3, 1992

SIGNATURE

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

NORTH AMERICAN PHILIPS CORPORATION

By Samuel J. Rozel

Name: Samuel J. Rozel
Title: Senior Vice President and Secretary

Dated: November 3, 1992

# INDEX TO EXHIBITS


| Exhibit No. | Exhibit | Page |
|---|---|---|
| (f) | Filing Agreement, dated November 3, 1992, among Philips, NAPC, Lockheed and Sanders | |

Exhibit (f)

FILING AGREEMENT

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Amendment No. 1 to the Statement on Schedule 13D, dated July 22, 1992.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: 11/3, 1992

PHILIPS ELECTRONICS N.V.

Name: F.P. Carrubbe
Title: Executive Vice President

NORTH AMERICAN PHILIPS CORPORATION

Name: Samuel J. Rozel
Title: Senior Vice Preisdent and Secretary

LOCKHEED CORPORATION

Name: C.R. Marshall
Title: Vice President - Secretary

LOCKHEED SANDERS, INC.

Name: Roger K. Hoover
Title: Secretary

Exhibit (f)

FILING AGREEMENT

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Amendment No. 1 to the Statement on Schedule 13D, dated July 22, 1992.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: November 3, 1992

PHILIPS ELECTRONICS N.V.

Name: F.P. Carrubbe
Title: Executive Vice President

NORTH AMERICAN PHILIPS CORPORATION

Name: Samuel J. Rozel
Title: Senior Vice Preisdent and Secretary

LOCKHEED CORPORATION

Name: C.R. Marshall
Title: Vice President - Secretary

LOCKHEED SANDERS, INC.

Name: Roger K. Hoover
Title: Secretary

Exhibit (f)

FILING AGREEMENT

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Amendment No. 1 to the Statement on Schedule 13D, dated July 22, 1992.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: November 3, 1992

PHILIPS ELECTRONICS N.V.

Name: F.P. Carrubbe
Title: Executive Vice President

NORTH AMERICAN PHILIPS CORPORATION

Name: Samuel J. Rozel
Title: Senior Vice Preisdent and Secretary

LOCKHEED CORPORATION

C.R. Marshall

Name: C.R. Marshall
Title: Vice President - Secretary

LOCKHEED SANDERS, INC.

Name: Roger K. Hoover
Title: Secretary

Exhibit (f)

FILING AGREEMENT

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Amendment No. 1 to the Statement on Schedule 13D, dated July 22, 1992.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: November 3, 1992

PHILIPS ELECTRONICS N.V.

Name: F.P. Carrubbe
Title: Executive Vice President

NORTH AMERICAN PHILIPS CORPORATION

Name: Samuel J. Rozel
Title: Senior Vice Preisdent and Secretary

LOCKHEED CORPORATION

Name: C.R. Marshall
Title: Vice President - Secretary

LOCKHEED SANDERS, INC.

Name: Roger K. Hoover
Title: Secretary

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
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Explanation of Responses:

This Form 4 relates to the distribution of shares of Activision Common Stock held in trust by Continental Stock Transfer and Trust Company as nominee for certain unsecured creditors of Activision. North American Philips Corporation received 443,458 shares of Activision Common Stock in further satisfaction of the unsecured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Activision.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

5/11/92

**Signature of Reporting Person — Date

Name: F.P. Carrubba

Title: Executive Vice President



11/06/92 14:10 FAX S&C 125 EDST 17 025/031

# FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
|---|---|
| OMB Number | 3235-0287 |
| Expires: | February 1, 1994 |
| Estimated average burden hours per response | 0.5 |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol | 6. Relationship of Reporting Person to Issuer (Check all applicable) |
|---|---|---|
| North American Philips Corporation | Activision, Inc. (formerly Mediagenic) | Director X 10% Owner |
| (Last) (First) (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | Officer (give title below) Other (specify below) |
| 100 East 42nd Street | 4. Statement for Month/Year: November 1992 | |
| (Street) | 5. If Amendment, Date of Original (Month/Year): July 1992 | |
| New York, New York 10017 | 13-1895219 | |
| (City) (State) (Zip) | | |

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 1) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, no par value | 11/6/92 | J | | 443,458 | A | See Explanation | 3,072,959 | D | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

11/06/92 14:11 FAX S&C 125 BDST 17 026/031

FORM 4 (continued)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
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Explanation of Responses:

This Form 4 relates to the distribution of shares of Activision Common Stock held in trust by Continental Stock Transfer and Trust Company as nominee for certain unsecured creditors of Activision. North American Philips Corporation received 443,458 shares of Activision Common Stock in further satisfaction of the unsecured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Activision.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Samuel J. Rozel
**Signature of Reporting Person — Date

Name: Samuel J. Rozel
Title: Senior Vice President and Secretary

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure



11/06/92 14:11 FAX S&C 125 BDST 17 027/031

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
| OMB Number | 3235-0287 |
| Expires: | February 1, 1994 |
| Estimated average burden hours per response | 0.5 |

| 1. Name and Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol | 6. Relationship of Reporting Person to Issuer (Check all applicable) |
|---|---|---|
| Lockheed Corporation | Activision, Inc. (formerly Mediagenic) | Director X 10% Owner |
| (Last) (First) (Middle) | 3. IRS or Social Security Number of Reporting Person (Voluntary) | Officer (give title below) Other (specify below) |
| 4500 Park Granada Blvd. | 4. Statement for Month/Year: November 1992 | |
| (Street) | 5. If Amendment, Date of Original (Month/Year): July 1992 | |
| Calabasas, California 91399 | 95-0941880 | |
| (City) (State) (Zip) | | |

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, no par value | 11/6/92 | J | | 443,458 | A | See Explanation | 3,072,959 | I | See Explanation |

RECEIVED
NOV 06 1992
LEGAL DEPARTMENT

Required: Report on a separate line for each class of [illegible]

11/06/92 14:12 FAX S&C 125 BDST 17 028/031

FORM 4 (continued)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
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Explanation of Responses:

This Form 4 relates to the distribution of shares of Activision Common Stock held in trust by Continental Stock Transfer and Trust Company as nominee for certain unsecured creditors of Activision. North American Philips Corporation received 443,458 shares of Activision Common Stock in further satisfaction of the unsecured claim of North American Philips Corporation and Lockheed Sanders, Inc. against Activision.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

C.R. Marshall 11/3/92
**Signature of Reporting Person Date

Name: C.R. Marshall
Title: Vice President-Secretary

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.



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# FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
|---|---|
| OMB Number | 3235-0287 |
| Expires: | February 1, 1994 |
| Estimated average burden hours per response | 0.5 |

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person | 2. Issuer Name and Ticker or Trading Symbol | 6. Relationships of Reporting Person to Issuer (Check all applicable) |
|---|---|---|
| Lockheed Sanders, Inc. | Activision, Inc. (formerly Mediagenic) | Director: X; 10% Owner: ; Officer (give title below): ; Other (specify below): |
| (Last) (First) (Middle): 65 Spit Brook Road | 3. IRS or Social Security Number of Reporting Person (Voluntary): 02-0230872 | 4. Statement for Month/Year: November 1992 |
| (Street): Nashua, New Hampshire 03061 | 5. If Amendment, Date of Original (Month/Year): July 1992 | |
| (City) (State) (Zip) | | |

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, no par value | 11/6/92 | J | | 443,458 | A | See Explanation | 3,072,959 | I | See Explanation |
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