From:

SULLIVAN & CROMWELL

NEW YORK TELEPHONE 22 558-4000 TELEX 62894 (INTERNATIONAL) 27816 DOMESTIC CABLE ADDRESS LADTCOURT, NEW YORK PACSIMILE 212 658 2588 1125 BROAD STREET IZIZI 558 3792 ZEC PARK AVENUE.

November 6, 1992 (Date)

Kevin Miller

NUMBER OF PAGES TRANSMITTED

250 PARK AVENUE, NEW YORK 10177 TOI PENNSTLVANIA AVE. N. W. WASHINGTON, D. C. 20005 ANA SOUTH FLOWER STREET LOS ANGELES 90071 & PLACE VENDOME, 75001 PARIS

ST. QLAVES HOUSE, DO IRONMONGER LANE LONDON ECZY OCY ASSOCIATED OFFICES:

INO WILLIAM STREET HELBOURNE 3000 2-1, MARUNOUCHI I CHOME, CHITODA-NU, TOKYO 100

	ТО	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 Internation	nal 31-40-786488
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SEN AC	FACSIMILE MACHI KNOWLEDGEMENT REQUI PLEASE ACKNOWLE EIT	VAICE NO.	MBEA. (212) 578-3986/13 112) 514-5798 W HIS COVER SUPET PO NES.

CONFIDENTIALITY NOTE: The information in this facsimile message ("fax" frent 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)

(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 1	NO. 5	844	5V201	

 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) \sqrt{X}

(b) /_/

3. SEC Use Only

4. Source of Funds

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

 Citizenship or place of Organization The Netherlands

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

11. Aggregate Amount Beneficially Owned by Each Reporting Person

-2-

3,072,959

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

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

32.78

Type of Reporting Person 14. HC, CO

CUSIP	NO.	5844	5V201

1.		ing Person Identification	No.	of	Above	Person
		Philips Corpor				

- 2. Check the Appropriate Box if a Member of a Group
 - (a) \sqrt{X}
 - (b) /_/

- 3. SEC Use Only
- 4. Source of Funds
- 5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- Citizenship or place of Organization Delaware

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

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

- 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	Report	ing Person					
	S.S. or	I.R.S.	Identific	ation	No.	of	Above	Person
	Lockhee	d Corpo	ration					
	I.R.S.	Identif	ication No	. 95-0	941	380		

- 2. Check the Appropriate Box if a Member of a Group
 - (a) \sqrt{X}
 - (b) /__/

- 3. SEC Use Only
- 4. Source of Funds
- 5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
- Citizenship or place of Organization Delaware

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

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,072,959

12.	Check i			regate Amoun	t i	n Row	(11)	Excl	udes	
13.	Percent	of	Class	Represented	by	Amoun	t in	Row	(11)	-
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14. Type of Reporting Person HC, CO

-		The second secon
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USIF	NU.	58445V201

Reporting

Person

With

10.

1.	S.S. or I	.R.S.		ion No. of Abov	e P	erson
2.	Check the	Appr	ropriate Box	if a Member of	a G	roup
				(a)	/ X _/
				(1	b)	
3.	SEC Use O	nly		**************************************		
4.	Source of	Fund	ls			
5.				Legal Proceeding 2(d) or 2(e)	ngs	is/
6.	Citizensh Delaware	ip or	place of Or	ganization		
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Bene	Shares ficially ned By	8.	Shared Voti 3,072,959	TOTAL STREET,		
	Each	9.	Sole Dispos	itive Power		

11. Aggregate Amount Beneficially Owned by Each Reporting Person

Shared Dispositive Power

3,072,959

3,072,959

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.

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.

Name: Title: Executive Vice

President

Dated: 11/3/___, 1992

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.

Name: Royar K. Hoover

Title: Secretary

Dated: November 3, 1992

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

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

Secretary

Dated: November 3, 199 2

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

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

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.

PHILIPS ELECTRONICS N.

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

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

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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

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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

Fine of Derivative Security 2	2. Conversion or Exercise Price of Denvaries Security	3. Trans- action Date [Month/ Day/ Year)	action tion Co Date (Inst.) lonth/		ative Se quired (posed o	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Exer- e and Ex- on Date th/Day/	7. Fide and Amount of Under- lying Securities Hustr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	of Deriv- ative Form Secur- ities rivative Rene- ficially rity: Owned Direct		of Deriv- ative Form Secur- ities rivative Bene- ficially rity: Owned Direct	ship Form of De- rivative Secu- rity: Direct	11. Na- ture of In- direct Bene- licia? Own- ership
						1	Date Lxer- cisable	Expira- tion Date	title	Amount or Number of		at End of Month (fastr. 4)	(D) or Indi- rect (I)	(Instr. 4)		
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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. Included misstatements of omissions of facts constitute federal Criminal Violations. Ser 19 11 S.C. 1901 and 15 U.S.C. 78(4(a))

time Tile three evices of this form, one of which must be manually signed. If space provided is insufficient, see histraction 6 for procedure

"Signature of Reporting Person

Name: F.P. Carrubba

Title: Executive Vice President

SEC 1474 (3/91

11/06/92

FORM 4

Check this box if no larger

subject to Section 16. Form 4 or Form 5 obligations may

continue. See Instruction 104.

11.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

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 Tick	er or Truding 5	Symbol	is Re	6 Relationship of Reporting Person to Issuer (Check all applicable)					
North American Philips Corporation	Activi	sion,	Inc.	(formerly	Mediage	enic)	Director X 100 m 420					
(First) (Atiddle) 100 East 42nd Street	Numbe	Social a of Re (Volum	porting	4. Statement Mouth/Ye			Officer fewer title below	Other Especies below)				
(Street) New York, New York 10017	13-189	95219		5 H Amenda Date of G (Months Y	ment. Higgsal	1992						
(City) (State) (Zip)			Table 1	Non-Deriva	tive Securiti	es Acquired, Dispo	Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 1)	2. Transaction Date (Month/	Date Code (hstr. 8)		Securines Ac or Disposed (Instr. 3, 4 a	of (D)		5. Amount of Securities Beneficially Owned at End of	6 Owner- ship Form: Direct (D) or	7. Nature of In threet Bene- ticial			
	Day/ Year)	Code	ν	Amonst	(A) or (D)	Price	Month (Instr. 3 and 4)	Include: (1) (10sts. 4)	Owner Ship (loss 4)			
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- Defendant occurrence oregonery an proper

(e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	2. Conversion of Exercise Price of Derivative Security	1. Trans- action Date (Month/ Day/ Year)		issac- Code (F. R)	quired (mities Ar-	piratio	e and Ex- on Date th/Day/	7 Fitle and Amount lying Securities (Instr. 3 and 4)	of Under-	B. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned	10. Owner- ship Form of De- rivative Secu- rity: Direct	11 Na- ture of Iu- direct Beng- ficial Own- ciship
			Code	V	(A)	(D)	- Exer- ti	Expira- tion Date	Fitte	Amount or Number of Shares		at End of Month (fastr. 4)	(D) or Indi- rect (I) (Instr. 4)	(Instr. 4
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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 nowinee 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 lacts constitute Federal Criminal Violations.

See: 18 U.S.C. 1001 and 15 U.S.C. 78[1(a).

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

**Signature of Reporting Person

Dale

Name: Samuel J. Rozel

Senior Vice President and Secretary

FORM 4

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subject to Section 16, Form 4 of Lucio 5 obligations in 2)

continue See fostencion fild.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number 3235 0287

Expires: February 1, 1994

Esilinated average burden
hours per response 0.5

 Filed pursuant to Section 10tat of the Securities Exchange Act of 1934, Section 17ta) of the Public Unitry Holding Company Act of 1935 or Section 30tl) of the Investment Company Act of 1940

Name and Add		2 Issuer Name and Ticker or Trading Symbol 6 Relationship of Reporting Person to Jesseer (6 Inc.k. all applicable)										
Lockheed (Corporation		Activis	sion,	Inc.	(formerly	Mediage	enic)	Direction	×	HP Clayer	
(1 ast)	(First) Granada Blvd.	(Middle)			porting	Month/Y.	A)		Officer type title below	1	Other (special) below)	
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(Cny)	(State)	(Zip)			Table 1	- Non-Deriva	tive Securiti	es Acquired, Dispo	osed of, or Nenefici	ally Owned		
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Explanation of Responses:

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See 18 11 S.C. 1001 and 15 U.S.C. 7811(a).

Note: Life three copies of this form, one of which must be manually signed It space provided is insulficient, see Instruction 6 for procedure

**Signature of Reporting Person

Name: C.R. Marshall

Title: Vice President-Secretary

SEC 1474 (3/91)

FORM 4

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subject to Section 16, Form 4, or Form 5 obligations may

continue See Instruction the

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number 3235 9287

Expires: February 1, 1994

Estimated average burden hours per response 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Public Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1930

	Name and Address	2 Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person to Issue (Clock all applicable)								r Issuer		
	Lockheed Sand	ders. Inc.		Activision, Inc. (formerly Mediagenic)						Duccion	Ж	211" in this spen
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		(Street) Hampshire 03061		02-02	30872	2	5. If Amenda Date of Or (Month Yo	DECIMAL SECTIONS		* .		
-	(Cuy)	(State)	(Zip)			Table I	4			sed of, or Benefici	ally Owned	
1. Title of S (Insti 3)	Title of Security (Inst. 3)			2. Trans- action Date	tion action tic Code (Instr. B)		Securites Act or Disposed (Instr. 3, 4 a)	ol (D)		5. Amount of Securities Beneficially Owned at End of Month	6. Owner- ship Form: Direct (D) or	7 Nature of In- direct Bene- ficial
				Day/ Vem)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		Ooner Ship (Inst. 4)
1	Common stock	no par value	**************************************	11/6/92	J		443,458	A	See Explanation	3,072,959	T	See Explanatio
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