

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)

September 16, 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 applicable

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

(a)
(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	<u>0</u>
	8.	Shared Voting Power	<u> </u>
	9.	Sole Dispositive Power	<u>0</u>
	10.	Shared Dispositive Power	<u> </u>

11. Aggregate Amount Beneficially Owned by Each Reporting
Person

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

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

 %

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)
(b)

3. SEC Use Only

4. Source of Funds
00

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 <u>0</u>
	8.	Shared Voting Power
	9.	Sole Dispositive Power <u>0</u>
	10.	Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting
Person

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

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

 %

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)
(b)

3. SEC Use Only

4. Source of Funds
00

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	<u>0</u>
	8.	Shared Voting Power	<u> </u>
	9.	Sole Dispositive Power	<u>0</u>
	10.	Shared Dispositive Power	<u> </u>

11. Aggregate Amount Beneficially Owned by Each Reporting
Person

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

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

 %

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)
(b)

3. SEC Use Only

4. Source of Funds
00

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 <u>0</u>
	8.	Shared Voting Power
	9.	Sole Dispositive Power <u>0</u>
	10.	Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting
Person

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

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

 %

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 2,629,510 post

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

On September __, 1992, Continental Stock Transfer and Trust Company, as nominee for certain unsecured creditors of the Issuer, distributed certificates representing the Trust Shares. Pursuant to such distribution, NAPC/Sanders received _____ shares of Activision Common Stock 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
September __, 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: _____, 199_

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

Dated: _____, 199_

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

Dated: _____, 199_

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: _____, 199_

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit</u>	<u>Page</u>
(f)	Filing Agreement, dated September __, 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.

Dated: _____, 1992

PHILIPS ELECTRONICS N.V.

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

NORTH AMERICAN PHILIPS
CORPORATION

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

LOCKHEED CORPORATION

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

LOCKHEED SANDERS, INC.

Name: Roger K. Hoover
Title: Secretary

