

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1  
(AMENDMENT NO. 1)  
TENDER OFFER STATEMENT  
PURSUANT TO SECTION 14(D)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
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MICROPROSE, INC.  
(NAME OF SUBJECT COMPANY)

NEW HIAC CORP.  
HASBRO, INC.  
(BIDDERS)

COMMON STOCK, PAR VALUE \$.001 PER SHARE  
(TITLE OF CLASS OF SECURITIES)

59513V 20 6  
(CUSIP NUMBER OF CLASS OF SECURITIES)

PHILLIP H. WALDOKS, ESQ.  
SENIOR VICE PRESIDENT-CORPORATE LEGAL AFFAIRS AND SECRETARY  
HASBRO, INC.  
32 W. 23RD STREET  
NEW YORK, NY 10010  
TELEPHONE: (212) 645-2400  
FACSIMILE: (212) 741-0663  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO  
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPY TO:

HOWARD L. ELLIN, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
919 THIRD AVENUE  
NEW YORK, NY 10022  
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CALCULATION OF FILING FEE  
TRANSACTION VALUATION\* \$34,694,418  
AMOUNT OF FILING FEE \$6,939

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\* Estimated for purposes of calculating the amount of the filing fee only. This amount assumes the purchase of 5,782,403 shares of common stock, \$.001 par value (the "Shares"), of MicroProse, Inc. at a price of \$6.00 per Share in cash. Such number of Shares represents the 5,753,598 Shares outstanding as of August 11, 1998 and assumes the issuance prior to the consummation of the Offer of 28,805 Shares upon the exercise of outstanding options and warrants and the conversion of securities convertible into Shares that have an exercise price of less than \$6.00. The amount of the filing fee calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] Check box if any part of the fee is offset as provided by Rule 0-11 (a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,939.  
Form or Registration No.: Schedule 14D-1  
Filing Party: Hasbro, Inc. and New HIAC Corp.  
Date Filed: August 14, 1998.

TENDER OFFER

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1 filed on August 14, 1998 (as amended and supplemented the "Statement") relating to the offer by New HIAC Corp., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Hasbro, Inc., a Rhode Island corporation ("Parent"), to purchase all of the outstanding shares of common stock, par value \$.001 per share (the "Common Stock") including the associated preferred stock purchase rights issued pursuant to the Rights Agreement, dated as of February 6, 1996, by and between the Company and Chemical Mellon Shareholder Services L.L.C. (the "Rights" and, together with Common Stock, the "Shares"), of MicroProse, Inc., a Delaware corporation (the "Company"), at \$6.00 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 14, 1998 (the "Offer to Purchase"). Unless otherwise indicated, the capitalized terms used herein shall have the meanings specified in the Statement including the Offer to Purchase filed as Exhibit (a)(1) thereto.

ITEM 10. ADDITIONAL INFORMATION.

On August 31, 1998, Parent issued a press release announcing that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 relating to the Offer had expired. The full text of the press release is attached hereto as Exhibit (a)(9).

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

(a)(9) Press Release of Parent dated August 31, 1998.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 31, 1998

NEW HIAC CORP.

BY: /s/ Phillip H. Waldoks

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NAME: PHILLIP H. WALDOKS  
TITLE: Secretary

HASBRO, INC.

BY: /s/ Phillip H. Waldoks

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NAME: PHILLIP H. WALDOKS  
TITLE: Senior Vice President -  
Corporate Legal Affairs and  
Secretary

INDEX TO EXHIBITS

EXHIBIT

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(a)(9) Press Release of Parent dated August 31, 1998.

FOR IMMEDIATE RELEASE

Contact: Hasbro	MicroProse
Wayne Charness: News Media	Angela Edwards
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Renita O'Connell: Investor Relations	Virginia Turner
401-727-5401	510-864-4431

HASBRO, INC. ANNOUNCES  
EXPIRATION OF HART-SCOTT-RODINO  
WAITING PERIOD REGARDING  
PENDING ACQUISITION OF  
MICROPROSE, INC.

Pawtucket, RI. August 31, 1998 -- Hasbro, Inc. (ASE: HAS) announced today that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act applicable to the pending acquisition of MicroProse, Inc. (NASDAQ: MPRS) expired at 11:59 p.m. on August 29, 1998.

Hasbro, Inc., its wholly owned subsidiary New HIAC Corp. and MicroProse, Inc. executed a definitive merger agreement on August 11, 1998, pursuant to which New HIAC Corp. commenced, on August 14, 1998, a cash tender offer for all of the outstanding shares of MicroProse, Inc. at a price of \$6.00 per share. The offer is conditioned upon, among other things, the tender of at least 50.1% of the shares of MicroProse common stock outstanding on a fully diluted basis. The offer and withdrawal rights are scheduled to expire at 12:00 midnight, New York City time, on Friday, September 11, 1998, unless the offer is extended. Bear, Stearns & Co. Inc. is acting as the Dealer Manager and D.F. King & Co. is acting as the Information Agent in connection with the offer.

Hasbro, Inc. is a worldwide leader in the design, manufacture and marketing of toys, games, interactive software, puzzles and infant products. Both internationally and in the U.S., its Playskool registered trademark, Kenner registered trademark, Tonka registered trademark, OddzOn registered trademark, Super Soaker registered trademark, Milton Bradley registered trademark, Parker Brothers registered trademark, Tiger trademark, and Hasbro Interactive products, provide children and families with the highest quality and most recognizable toys and games in the world.

MicroProse, Inc. is a leading developer and publisher of entertainment software for use on CD-ROM-based personal computers (PC's). The Company has four development studios located in Alameda, California; Hunt Valley, Maryland; Chapel Hill, North Carolina; and Chipping Sodbury, England. Products are available nationally and internationally and are sold through major distributors, retailers and mass merchants. Product and company information is available for download from the MicroProse Web site at [www.microprose.com](http://www.microprose.com).

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer is made only through the Offer to Purchase and the related Letter of Transmittal which were mailed to stockholders on or about August 14, 1998. Additional copies of such documents can be obtained by contacting the Information Agent at (800) 755-3107.