

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
(AMENDMENT NO. 3 - FINAL AMENDMENT)
TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

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

* 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.

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1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

New HIAC Corp.
-
2. Check the Appropriate Box if a Member of a Group (a) []
(b) []
-
3. SEC Use only
-
4. Source of Funds

AF
-
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(e) or 2(f) []
-
6. Citizenship or Place of Organization

Delaware
-
7. Aggregate Amount Beneficially Owned by Each Reporting Person

5,265,263 (including 32,290 shares subject to guarantee of delivery)
-
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain
Shares []
-
9. Percent of Class Represented by Amount in Row (7)

91%
-
10. Type of Reporting Person

CO
-

-
1. Names of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Persons

Hasbro, Inc.
-
2. Check the Appropriate Box if a Member of a Group (a) []
(b) []
-
3. SEC Use only
-
4. Source of Funds

WC
-
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant
to Item 2(e) or 2(f) []
-
6. Citizenship or Place of Organization

Rhode Island
-
7. Aggregate Amount Beneficially Owned By Each Reporting Person

5,265,263 (including 32,290 shares subject to guarantee of delivery)
-
8. Check Box if the Aggregate Amount in Row (7) Excludes Certain
Shares []
-
9. Percent of Class Represented by Amount in Row (7)

10. Type of Reporting PersonCO

TENDER OFFER

This Amendment No. 3 (Final Amendment) 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 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

The Offer expired at 5:00pm, New York City time, on Monday, September 14, 1998. Based on information provided by the Depositary, approximately 5,265,263 Shares or 91% of the outstanding Shares were validly tendered and not withdrawn pursuant to the Offer (including 32,290 Shares tendered by means of guaranteed delivery). Purchaser has accepted for payment, and has notified the Depositary to promptly pay for the tendered and accepted Shares, in accordance with the Offer. On September 15, 1998, Parent issued a press release, a copy of which is attached hereto as exhibit (a)(11).

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

(a)(11) Press Release of Parent dated September 15, 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: September 15, 1998

NEW HIAC CORP.

BY: /s/ Phillip H. Waldoks

NAME: PHILLIP H. WALDOKS
TITLE: Secretary

HASBRO, INC.

BY: /s/ Phillip H. Waldoks

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

EXHIBIT

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(a)(11) -- Press Release of Parent dated September 15, 1998.

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FOR IMMEDIATE RELEASE:

CONTACT:

HASBRO:	Wayne S. Charness (News Media)	401-727-5983
	Renita O'Connell (Investor Relations)	401-727-5041
	Dana Henry (Hasbro Interactive)	978-921-3759
MICROPROSE:	Angela Edwards (News Media)	510-864-4336
	Virginia Turner (Investor Relations)	510-864-4431

HASBRO SUCCESSFULLY COMPLETES TENDER OFFER FOR MICROPROSE

Pawtucket, R.I. September 15, 1998 -- Hasbro, Inc. (ASE: HAS) announced today that it has successfully completed its cash tender offer to purchase all the outstanding shares of common stock of MicroProse, Inc. (NASDAQ: MPRS) at a price of \$6.00 per share.

Hasbro reported that a total of 5,265,263 shares of MicroProse common stock was tendered pursuant to the tender offer (including 32,290 shares subject to guarantees of delivery), which expired at 5:00pm, New York City time, on September 14, 1998, and that all such shares have been accepted for payment. After giving effect to the purchase of the shares tendered, Hasbro beneficially owned approximately 91% of the outstanding MicroProse shares.

Hasbro also announced that Hasbro and MicroProse yesterday effected a merger pursuant to which MicroProse became a wholly owned subsidiary of Hasbro and all remaining MicroProse stockholders (other than Hasbro) will have the right to receive the same \$6.00 per share in cash payable pursuant to the tender offer.

"This acquisition is an incredible opportunity to combine the complementary talents of MicroProse and Hasbro Interactive, our leading software publisher," said Alan G. Hassenfeld, Chairman and CEO of Hasbro, Inc. "MicroProse will significantly enhance Hasbro Interactive in three key strategic growth areas: brands and content, R&D assets, and European distribution," Hassenfeld added. Prior to a one-time charge in 1998 relating to the expensing of purchased in-process research and development, Hasbro expects the transaction will not be dilutive to earnings this year, and will be accretive beginning in 1999.

"MicroProse will provide Hasbro Interactive with product strength in the strategy, simulation, and 3D action game categories, enabling us to compete in virtually all major PC game categories," said Tom Dusenberry, Hasbro Interactive President. "We also look forward to taking these great games to new platforms including the Sony PlayStation, Nintendo 64, Sega Dreamcast and more."

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 (R), Kenner (R), Tonka (R), OddzOn(R), Super Soaker (R), Milton Bradley (R), Parker Brothers (R), Tiger (TM), and Hasbro Interactive(TM) products, provide children and families with the highest quality and most recognizable toys and games in the world.

Hasbro Interactive, Inc. is a leading all-family interactive games publisher, formed in 1995 to bring life on the computer deep library of toy and board games of parent company Hasbro, Inc. Hasbro Interactive has since expanded its charter to include original and licensed games for the PC, the PlayStation(TM) and Nintendo(R)64 game consoles and for multi-player gaming over the Internet. Headquartered in Beverly, Massachusetts, Hasbro Interactive has offices in the U.K., France, Germany, Japan and Canada. For additional information, visit Hasbro Interactive's Web site at www.hasbro-interactive.com.

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.

Certain statements contained in this release contain "forward looking statements" within meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. The Company's actual actions or results may differ materially from those expected or anticipated in the forward-looking statements. Specific factors that might cause such a difference include, but are not limited to, the timely manufacture and shipping by the Company of new and continuing products and their acceptance by customers and consumers in a competitive product environment; economic conditions and currency fluctuations in the various markets in which the Company operates throughout the world; the continuing trend of increased concentration of the Company's revenues in the second half and fourth quarter of this year, together with increased reliance by retailers on quick response inventory management techniques, which increases the risk of compressed shipping schedules; the impact of competition on revenues, margins and other aspects of the Company's business; third party actions or approvals that could delay, modify or increase the cost of implementation of, the Company's Global Integration and Profit Enhancement program; and the risk that anticipated benefits of acquisitions may not occur or be delayed or reduced in their realization. The Company undertakes no obligation to make any revisions to the forward-looking statements contained in this release or to update them to reflect events or circumstances occurring after the date of this release.

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