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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
(AMENDMENT NO. 2)
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
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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
TELEPHONE: (212) 735-3000
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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.

TENDER OFFER

This Amendment No. 2 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 September 14, 1998, Parent issued a press release announcing the extension of the Expiration Date of the Offer until 5:00 p.m. New York City time, on Monday, September 14, 1998. The full text of the press release is attached hereto as Exhibit (a)(10).

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

(a)(10) Press Release of Parent dated September 14, 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 14, 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

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(a)(10) -- Press Release of Parent dated September 14, 1998.

FOR IMMEDIATE RELEASE

Contact: HASBRO
Wayne S. Charness: (News Media)
401-727-5983
or
Renita O'Connell: (Investor Relations)
401-727-5401

HASBRO, INC. EXTENDS TENDER OFFER FOR MICROPROSE, INC.

Pawtucket, R.I. September 14, 1998 -- Hasbro, Inc. (ASE: HAS) announced today that it is extending to 5:00 p.m., New York City time, on Monday, September 14, 1998, its previously announced \$6.00 per share cash tender offer to purchase all the outstanding shares of common stock of MicroProse, Inc. (NASDAQ: MPRS).

Hasbro reported that a total of 5,086,252 shares of MicroProse common stock, representing approximately 88% of the shares outstanding, have been tendered and not withdrawn as of 12:00 Midnight, New York City time on September 11, 1998. In addition, guarantees of delivery as to 175,335 shares were received. The purpose of the extension is to provide additional time for MicroProse stockholders to tender a sufficient number of shares so that Hasbro, following the expiration of the tender offer, may acquire all remaining MicroProse shares not tendered in the tender offer by means of a "short form" merger under Delaware law without a stockholders' meeting. If 90% or more of the outstanding MicroProse shares are tendered by 5:00 p.m., New York City time on September 14, 1998, Hasbro intends to effect such a "short form" merger promptly thereafter for \$6.00 per share in cash, without prior notice to, or any action by, any remaining MicroProse stockholders.

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 trademark 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 website at www.microprose.com.