

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Amendment No.1)  
Under the Securities Exchange Act of 1934

Take-Two Interactive Software, Inc.  
(Name of Issuer)

Common stock, par value \$.01 per share  
(Title of Class of Securities)

0008740541  
(CUSIP Number)

May 11, 1999  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-2(b)
- Rule 13d-2(c)
- Rule 13d-2(d)

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

BMG Music

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

New York, United States of America

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power	1,350,000
	6	Shared Voting Power	1,350,000
	7	Sole Dispositive Power	1,350,000
	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person  
1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)  
6.0%

12 Type of Reporting Person (See Instructions)  
PN

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

Bertelsmann Music Group, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware, United States of America

Number of Shares	5	Sole Voting Power	1,350,000
Beneficially Owned by Each Reporting Person With	6	Shared Voting Power	1,350,000
	7	Sole Dispositive Power	1,350,000
	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person

1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.0%

12 Type of Reporting Person (See Instructions)

CO, HC

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

Bertelsmann, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware, United States of America

Number of Shares	5	Sole Voting Power	1,350,000
Beneficially Owned by Each Reporting Person With	6	Shared Voting Power	1,350,000
	7	Sole Dispositive Power	1,350,000
	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person

1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.0%

12 Type of Reporting Person (See Instructions)

CO, HC

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

Bertelsmann AG

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Federal Republic of Germany

Number of Shares	5	Sole Voting Power	1,350,000
Beneficially Owned by Each Reporting Person With	6	Shared Voting Power	1,350,000
	7	Sole Dispositive Power	1,350,000
	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person

1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.0%

12 Type of Reporting Person (See Instructions)

CO, HC

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

Johannes Mohn GmbH

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Federal Republic of Germany

Number of Shares	5	Sole Voting Power	1,350,000
Beneficially Owned by Each	6	Shared Voting Power	1,350,000
Reporting	7	Sole Dispositive Power	1,350,000
Person With	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person

1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.0%

12 Type of Reporting Person (See Instructions)

OO, HC

1 Name of Reporting Person  
I.R.S. Identification No. of Above Person (entities only)

Reinhard Mohn

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Citizenship or Place of Organization

Federal Republic of Germany

Number of Shares	5	Sole Voting Power	1,350,000
Beneficially Owned by Each	6	Shared Voting Power	1,350,000
Reporting	7	Sole Dispositive Power	1,350,000
Person With	8	Shared Dispositive Power	1,350,000

9 Aggregate Amount Beneficially Owned By Each Reporting Person

1,350,000

10 Check Box if the Aggregate Amount in Row (9)  
excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

6.0%

12 Type of Reporting Person (See Instructions)

IN

## ITEM 4. OWNERSHIP

Item 4 is hereby amended and restated in its entirety as follows:

(a) BMG Music (through its division BMG Entertainment) is the record holder of, and each other Reporting Person may be deemed to be the beneficial owner of, 1,350,000 shares of common stock, par value \$.01 per share (the "Common Stock") of Take-Two Interactive Software, Inc., a corporation organized under the laws of the State of Delaware (the "Issuer").

(b) The 1,350,000 shares of Common Stock which BMG Music and each other Reporting Person may be deemed to beneficially own represent approximately 6.0 percent of the total number of shares of Common Stock outstanding (based upon information contained in the Issuer's registration statement on Form S-1 (File No. 333-74851) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on March 23, 1999, as amended by Amendment No. 1 to Form S-1 filed with the Securities and Exchange Commission on April 9, 1999 and Post-Effective Amendment No. 1 to Form S-1 filed with the Securities and Exchange Commission on May 6, 1999).

(c) BMG Music has, and each other Reporting Person may be deemed to have, sole voting and dispositive power with respect to the 1,350,000 shares of Common Stock held of record by BMG Music.

## ITEM 10. CERTIFICATIONS

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Dated June 9, 1999:

/s/ Reinhard Mohn

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REINHARD MOHN

JOHANNES MOHN GMBH

Dated June 9, 1999:

By: /s/ Reinhard Mohn

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Reinhard Mohn  
Chairman

By: /s/ Mark Woessner

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Mark Woessner  
Chairman

BERTELSMANN AG

Dated June 9, 1999:

By: /s/ Thomas Z. Middelhoff

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Thomas Z. Middelhoff  
Chairman of the Board and CEO



BERTELSMANN, INC.

Dated June 9, 1999:

By: /s/ Jacqueline Chasey

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Jacqueline Chasey  
Vice President and  
Assistant Secretary

BERTELSMANN MUSIC GROUP, INC.

Dated June 9, 1999:

By: /s/ Thomas W. McIntyre

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Thomas W. McIntyre  
Executive Vice President and Chief  
Financial Officer

BMG MUSIC

By: BERTELSMANN MUSIC  
GROUP, INC., as general partner

Dated June 9, 1999:

By: /s/ Thomas W. McIntyre

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Thomas W. McIntyre  
Executive Vice President and Chief  
Financial Officer

EXHIBITS

Exhibit 1. Joint Filing Agreement

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G, dated March 23, 1998 (the "Schedule 13G"), with respect to the common stock, par value \$.01 per share, of Take-Two Interactive Software, Inc., is, and any amendments thereto by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with Rule 13d-1 promulgated under the Securities Exchange Act of 1934, as amended, and that this agreement shall be included as an exhibit to the Schedule 13G and each such amendment. Each of the undersigned hereby agree that it is responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed or caused to be executed this agreement as of March 23, 1998.

Dated March 23, 1998:                    \s\ REINHARD MOHN  
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REINHARD MOHN

JOHANNES MOHN GMBH

Dated March 23, 1998:                    By: \s\ REINHARD MOHN  
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Reinhard Mohn  
Chairman

BERTELSMANN AG

Dated March 23, 1998:                    By: \s\ MARK WOESSNER  
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Mark Woessner  
Chairman and Chief Executive Officer

BERTELSMANN, INC.

Dated March 23, 1998:

By: \s\ JACQUELINE CHASEY

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Jacqueline Chasey  
Vice President and  
Assistant Secretary

BERTELSMANN MUSIC GROUP, INC.

Dated March 23, 1998:

By: \s\ THOMAS W. MCINTYRE

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Thomas W. McIntyre  
Senior Vice President and Treasurer

BMG MUSIC

By: BERTELSMANN MUSIC  
GROUP, INC., as general partner

Dated March 23, 1998

By: \s\ THOMAS W. MCINTYRE

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Thomas W. McIntyre  
Senior Vice President and Treasurer