

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

51-0350842  
(I.R.S. Employer Identification No.)

575 Broadway, New York, New York  
(Address of principal executive offices)

10012  
(Zip Code)

1997 Employee Stock Option Plan  
(Full title of the plan)

Ryan A. Brant, Chairman  
Take-Two Interactive Software, 575 Broadway, New York, New York 10012  
(Name and address of agent for service)

(212) 334-6633  
(Telephone number, including area code, of agent for service)

Copy to:  
Robert J. Mittman, Esq.  
Tenzer Greenblatt LLP  
405 Lexington Avenue  
New York, New York 10174

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
-----	-----	-----	-----	-----
Common Stock, par value \$.01 per share	1,500,000 shares(2)	\$7.3125	\$10,968,750	\$3,049.31

(1) Estimated solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the common stock as reported by the Nasdaq National Market on June 23, 1999.

(2) Pursuant to Rule 416, there are also being registered additional shares of common stock as may become issuable pursuant to the anti-dilution provisions of the Take-Two Interactive Software, Inc. (the "Registrant") 1997 Employee Stock Option Plan (the "Plan").

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement:

This Registration Statement on Form S-8 is filed by the Registrant to register an additional 1,500,000 shares of its common stock which are issuable upon the exercise of options available for grant under the Plan pursuant to an amendment to the Plan authorized by stockholders of the Company on April 30, 1999. These 1,500,000 shares are in addition to the 2,000,000 shares of the Registrant's common stock covered under the Plan which were previously registered on the Registrant's Registration Statement on Form S-8 (Commission

File No 333-56477) filed on June 10, 1998 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

Item 8. Exhibits.

Exhibit No. -----	Description -----
5	Opinion of Tenzer Greenblatt LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Aronowitz, Chaiken & Hardesty, LLP.
23.4	Consent of Tenzer Greenblatt LLP (included in Exhibit 5).
24.1	Powers of Attorney (included on the signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of New York, state of New York, on the 25th day of June 1999.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Ryan A. Brant

-----  
 Ryan A. Brant  
 Chief Executive Officer

Each person whose signature appears below authorizes each of Ryan A. Brant and Barbara A. Ras or either of them as his true and lawful attorney-in-fact with full power of substitution to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this Registration Statement, including any and all post-effective amendments thereto.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following person in the capacities and on the dates stated.

Signature -----	Title -----	Date -----
/s/ Ryan A. Brant ----- Ryan A. Brant	Chief Executive Officer and Director (Principal Executive Officer)	June 25, 1999
/s/ Larry Miller ----- Larry Muller	Chief Financial Officer (Principal Financial Officer)	June 25, 1999
/s/ Anthony R. Williams ----- Anthony R. Williams	Chief Operating Officer and Director	June 25, 1999
/s/ Barbara A. Ras ----- Barbara A. Ras	Chief Accounting Officer (Principal Accounting Officer) and Secretary	June 25, 1999
/s/ Oliver R. Grace, Jr. ----- Oliver R. Grace, Jr.	Director	June 25, 1999
----- Neil S. Hirsch	Director	June __, 1999
/s/ Kelly Sumner ----- Kelly Sumner	Vice President of International Operations and Director	June 25, 1999
/s/ Robert Flug ----- Robert Flug	Director	June 25, 1999

Exhibit Index

Exhibit No. -----	Description -----	Page -----
5	Opinion of Tenzer Greenblatt LLP	
23.1	Consent of PricewaterhouseCoopers LLP	
23.2	Consent of Aronowitz, Chaiken & Hardesty LLP	
23.3	Consent of Tenzer Greenblatt LLP (included in Exhibit 5)	
24.1	Powers of Attorney (included on signature page)	

EXHIBIT 5

June 25, 1999

Take-Two Interactive Software, Inc.  
575 Broadway  
New York, New York 10012

Gentlemen:

You have requested our opinion with respect to the offer and sale by you, Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), pursuant to a Registration Statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended (the "Act"), of up to 1,500,000 shares (the "Plan Shares") of common stock, par value \$.01 per share, of the Company, issuable upon exercise of stock options (the "Plan Options") available for grant under the Company's 1997 Stock Option Plan, as amended.

We have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents and corporate and public records as we deem necessary as a basis for the opinion hereinafter expressed. With respect to such examination, we have assumed the genuineness of all signatures appearing on all documents presented to us as originals, and the conformity to the originals of all documents presented to us as conformed or reproduced copies. Where factual matters relevant to such opinion were not independently established, we have relied upon certificates of executive officers and responsible employees and agents of the Company.

Based upon the foregoing, it is our opinion that the Plan Shares have been duly and validly authorized and when sold, paid for and issued as contemplated by the Plan Options, will be duly and validly issued and fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, we do not thereby concede that we come within the categories of persons whose consent is required by the Act or the General Rules and Regulations promulgated thereunder.

Very truly yours,

/s/ TENZER GREENBLATT LLP

TENZER GREENBLATT LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 21, 1998 relating to the financial statements and financial statement schedule of Take-Two Interactive Software, Inc., which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-KSB for the year ended October 31, 1998.

/s/ PricewaterhouseCoopers LLP

June 25, 1999  
1301 Avenue of the Americas  
New York, New York 10019

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 1998 relating to the financial statements of Jack of All Games, Inc., which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-KSB for the year ended October 31, 1998.

/s/ Aronowitz, Chaiken & Hardesty, LLP

Certified Public Accountants

Cincinnati, Ohio  
June 25, 1999