

**UNITED STATES  
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.)

**Take-Two Interactive Software, Inc.**  
**622 Broadway**  
**New York, New York 10012**  
**(646) 536-2842**  
(Address of Principal Executive Offices)

**TAKE-TWO INTERACTIVE SOFTWARE, INC. 2009 STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Daniel Emerson, Esq.**  
**Senior Vice President and Deputy General Counsel**  
**Take-Two Interactive Software, Inc.**  
**622 Broadway**  
**New York, New York 10012**  
**(646) 536-3001**  
(Name, address and telephone number,  
including area code, of agent for service)

**Copy to:**  
**Adam M. Turteltaub, Esq.**  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	5,000,000	\$ 23.31	\$ 116,550,000.00	\$ 15,011.64

(1) Represents the number of additional shares of common stock, par value \$0.01 per share ("Common Stock"), of Take-Two Interactive Software, Inc. (the "Company" or "Registrant"), that may be granted under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, as amended (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers such additional shares of Common Stock as may be offered or issued under the Plan to prevent dilution from stock splits, stock dividends, or similar transactions which results in an increase in the number of the outstanding shares of Common Stock or shares issuable pursuant to awards granted under the Plan.

(2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, based on the average of the high and low sales prices of the Common Stock as reported on the NASDAQ on September 9, 2014.

**EXPLANATORY NOTE**

This registration statement on Form S-8 (this "Registration Statement") is filed by Take-Two Interactive Software, Inc. (the "Company" or "Registrant"), to register an additional 5,000,000 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan (the "Plan"), which was amended and restated on July 23, 2014, to, among other things, increase the number of shares of Common Stock reserved for issuance thereunder, which amendment and restatement has been approved by the Registrant's stockholders.

Pursuant to the Registration Statement on Form S-8 (Registration No. 333-191993) filed by the Registrant on October 30, 2013, the Registration Statement on Form S-8 (Registration No. 333-177822) filed by the Registrant on November 8, 2011, and the Registration Statement on Form S-8 (Registration No. 333-158735) filed by the Registrant on April 23, 2009 (together, the "Prior Registration Statements"), the Registrant previously registered an aggregate of 22,208,954 shares of Common Stock (as adjusted to reflect all stock splits and stock dividends to date). The additional shares of Common Stock being registered by this Registration Statement are of the same class as those securities registered on the Prior Registration Statements and represent an increase in the total shares available for issuance under the Plan from 22,208,954 to 27,208,954. The contents of the Prior Registration Statements, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"), in accordance with the rules and regulations of the United States Securities and Exchange Commission (the "Commission"). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference.

The following documents, filed with the Commission by the Company, are incorporated by reference into this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2014, filed on May 14, 2014, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, filed on August 6, 2014, pursuant to the Exchange Act;
- (c) the Company's Current Reports on Form 8-K, filed on June 5, July 7, August 21, and September 2, 2014, pursuant to the Exchange Act; and
- (d) the description of the Company's Common Stock, which is contained in the Company's Registration Statement on Form 8-A, filed on March 26, 2008, together with any amendment or report filed with the Commission for the purpose of updating this description.

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In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior to or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

#### Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Index to Exhibits and are incorporated herein by reference.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 16<sup>th</sup> day of September, 2014.

Take-Two Interactive Software, Inc.

/s/ Karl Slatoff

Karl Slatoff

President

## SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Take-Two Interactive Software, Inc., hereby severally constitute and appoint Karl Slatoff, Daniel Emerson, and Linda Zabriskie or any of them individually, our true and lawful attorneys-in-fact with full power of substitution, to sign for us and in our names in the capacities indicated below the Registration Statement and any and all pre-effective and post-effective amendments to the Registration Statement and generally to do all such things in our name and behalf in our capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act, and all requirements of the Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys-in-fact to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Strauss Zelnick</u> Strauss Zelnick	Chairman and Chief Executive Officer (Principal Executive Officer)	September 16, 2014
<u>/s/ Lainie Goldstein</u> Lainie Goldstein	Chief Financial Officer (Principal Financial and Accounting Officer)	September 16, 2014
<u>/s/ Michael Dornemann</u> Michael Dornemann	Lead Independent Director	September 16, 2014
<u>/s/ Robert Bowman</u> Robert Bowman	Director	September 16, 2014
<u>/s/ J Moses</u> J Moses	Director	September 16, 2014
<u>/s/ Michael Sheresky</u> Michael Sheresky	Director	September 16, 2014
<u>/s/ Susan Tolson</u> Susan Tolson	Director	September 16, 2014

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## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto).
23.2	Consent of Ernst & Young LLP.
24.1	Power of Attorney (included on the signature page of this Registration Statement).
99.1	Amended and Restated Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan (Incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 28, 2014).

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WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, NY 10019-6099

September 16, 2014

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

Re: Take-Two Interactive Software, Inc.  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), with respect to the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), by the Company of an additional 5,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), which may be issued under the Company's 2009 Stock Incentive Plan (the "Plan").

We have examined, among other things, originals and/or copies (certified or otherwise identified to our satisfaction) of such documents, papers, statutes, and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company.

Based on the foregoing, we are of the opinion that, when the Registration Statement becomes effective under the Act, the Common Stock to be issued by the Company under the Plan, when duly issued and delivered pursuant to the terms of the Plan, will be legally issued, fully paid, and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction or any other laws of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan of our reports dated May 13, 2014, with respect to the consolidated financial statements of Take-Two Interactive Software, Inc. and the effectiveness of internal control over financial reporting of Take-Two Interactive Software, Inc. included in its Annual Report (Form 10-K) for the year ended March 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
September 16, 2014

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