

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

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

Delaware  
(State or other jurisdiction of incorporation  
or organization)

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

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

10012  
(Zip Code)

2002 Stock Option Plan of Take-Two Interactive Software, Inc.;  
Incentive Stock Plan of Take-Two Interactive Software, Inc.

(Full title of the plan)

Paul Eibeler, Chief Executive Officer and President  
Take-Two Interactive Software, Inc.  
622 Broadway  
New York, New York 10012  
(Name and address of agent for service)

(646) 536-2842  
(Telephone number, including area code, of agent for service)

Copy to:  
Robert J. Mittman, Esq.  
Ethan Seer, Esq.  
Blank Rome LLP  
405 Lexington Avenue  
New York, New York 10174

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	3,000,000 shares	\$ 28.15	\$84,450,000	\$9,939.77

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also registers an indeterminate number of shares of the Registrant's common stock which may become issuable pursuant to the anti-dilution provisions of the Registrant's 2002 Stock Option Plan, as amended (the "2002 Plan") and the Registrant's Incentive Stock Plan (the "Incentive Plan").

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457 under the Securities Act, based upon the average of the high and low sales prices of the Registrant's common stock as reported by Nasdaq on June 20, 2005.

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

This Registration Statement on Form S-8 filed by the Registrant to register (i) an additional 2,000,000 shares of its common stock which are issuable upon the exercise of options available for grant under the 2002 Plan, pursuant to an amendment to the 2002 Plan authorized by the stockholders of the Registrant on June 16, 2005 and (ii) an additional 1,000,000 shares of its common stock which may be awarded under the Incentive Plan pursuant to an amendment to the Incentive Plan authorized by the stockholders of the Company on June 16, 2005. The 2,000,000 additional shares of the Registrant's common stock under the 2002 Plan are in addition to the following shares (adjusted for a 3-2 stock split in the form of stock dividend effected in April 2005) of the Registrant's common stock which were previously registered pursuant to the Registrant's Registration Statements on Form S-8:(a) 4,500,000 shares (Commission File No. 333-99433) filed on September 11, 2002, (b) 1,500,000 shares (Commission File No. 333-106171) filed on June 16, 2003; and (c) 3,000,000 shares (Commission File No. 333-118984) filed on September 14, 2004 (the "2002 Plan Prior Registration Statements"). The 1,000,000 additional shares of the Registrant's common stock under the Incentive Plan are addition to the 1,086,479 post 3-2 -split shares previously registered pursuant to the Registrant's Registration Statement on Form S-8 (Commission File No. 333-121555) filed on December 22, 2004 (the "Incentive Plan Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the 2002 Plan Prior Registration Statements and the Incentive Plan Prior Registration Statement are hereby incorporated by reference.

Item 8. Exhibits.

Exhibit No.      Description

5	Opinion of Blank Rome LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Blank Rome LLP (included in Exhibit 5)
24.1	Power of Attorney (included on the Signature Page of this Registration Statement)

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## 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 22nd day of June 2005.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Paul Eibeler

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Paul Eibeler  
Chief Executive Officer and President

Each person whose signature appears below authorizes each of Paul Eibeler and Karl H. Winters, or either of them acting individually, as his true and lawful attorney-in-fact, each with full power of substitution, to sign the Registration Statement on Form S-8 of Take-Two Interactive Software, Inc., including any and all pre-effective and post-effective amendments, in the name and on behalf of each such person, individually and in each capacity stated below, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Paul Eibeler</u> Paul Eibeler	Chief Executive Officer, President and Director (Principal Executive Officer)	June 22, 2005
<u>/s/ Karl H. Winters</u> Karl H. Winters	Chief Financial Officer (Principal Financial and Accounting Officer)	June 22, 2005
<u>/s/ Todd Emmel</u> Todd Emmel	Director	June 22, 2005
<u>/s/ Robert Flug</u> Robert Flug	Director	June 22, 2005
<u>/s/ Oliver R. Grace, Jr.</u> Oliver R. Grace, Jr.	Director	June 22, 2005
<u>/s/ Barbara A. Kaczynski</u> Barbara A. Kaczynski	Director	June 22, 2005
<u>/s/ Mark Lewis</u> Mark Lewis	Director	June 22, 2005
<u>/s/ Steven Tisch</u> Steven Tisch	Director	June 22, 2005

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Exhibit Index

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[LETTERHEAD OF BLANK ROME LLP]

June 22, 2005

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

Gentlemen:

You have requested our opinion with respect to the offering by you, Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), pursuant to a Registration Statement on Form S-8 (the "Registration Statement") to be filed under the Securities Act of 1933, as amended (the "Act"), of up to: (i) 2,000,000 shares of the Company's common stock (the "2002 Plan Shares") issuable upon exercise of options ("Stock Options") granted or to be granted under the Company's 2002 Stock Option Plan, as amended (the "2002 Plan") and (ii) 1,000,000 shares of the Company's common stock (the "Incentive Plan Shares") issuable upon the future grant of stock-based awards (collectively, the "Plan Awards") under the Company's Incentive Stock Plan (the "Incentive Plan").

We have examined and relied upon originals, or copies certified or otherwise identified to our satisfaction, of such documents and corporate and public records as we deemed 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 representations of executive officers and other authorized representatives of the Company.

Based upon the foregoing, it is our opinion that: (i) the 2002 Plan Shares, when sold, paid for and issued as contemplated by the terms of the 2002 Plan and the Stock Options, will be validly issued, fully paid and nonassessable and (ii) the Incentive Plan Shares, when paid for and issued as contemplated by the Incentive Plan and the Plan Awards, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement, and to the use of our name as your counsel in connection with the Registration Statement and in the Prospectus forming a part thereof. 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/ Blank Rome LLP

BLANK ROME LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 15, 2004 relating to the consolidated 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-K for the year ended October 31, 2004.

/s/ PricewaterhouseCoopers LLP

New York, New York  
June 22, 2005

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