

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

Annual Report Pursuant to Section 13 or 15(d) of the Securities

Exchange Act of 1934
For the fiscal year ended October 31, 2004

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities

Exchange Act of 1934
For the transition period from ___ to ___

0-29230

(Commission File No.)

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

51-0350842

(I.R.S. Employer Identification No.)

622 Broadway, New York, New York 10012

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: **(646) 536-2842**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$.01 par value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the Registrant's most recently completed second fiscal quarter was approximately \$1,283,000,000.

As of December 10, 2004, there were 46,091,024 shares of the Registrant's common stock outstanding.

Documents Incorporated by Reference: **None**

Explanatory Note

This Form 10-K/A (Amendment No. 2) is being filed solely to file updated officer certifications (items 1 and 2 thereof) under Section 302 of the Sarbanes-Oxley Act of 2002 which are being filed with this report as Exhibits 31.1. and 31.2. For purposes of the updated Exhibits 31.1 and 31.2 being filed herewith the references therein to "Reports" refers to the Annual Report on Form 10-K/A dated February 22, 2005 filed by Take-Two Interactive Software, Inc. with the SEC on February 25, 2005 and this Annual Report on Form 10-K/A.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused the amendment to this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on this 3rd day of March 2005.

TAKE-TWO INTERACTIVE
SOFTWARE, INC.

By: /s/ Karl H.
Winters

Karl H. Winters
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT

- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION

I, Paul Eibeler, certify that:

1. I have reviewed the Annual Reports on Form 10-K/A of Take Two Interactive Software, Inc., (the "Reports");
2. Based on my knowledge, the Reports do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Reports.

Date: March 3, 2005

/s/ Paul Eibeler
Paul Eibeler
Chief Executive Officer

CERTIFICATION

I, Karl H. Winters, certify that:

1. I have reviewed the Annual Reports on Form 10-K/A of Take Two Interactive Software, Inc., (the "Reports");
2. Based on my knowledge, the Reports do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Reports.

Date: March 3, 2005

/s/ Karl H. Winters
Karl H. Winters
Chief Financial Officer
