

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 12b-25

OMB APPROVAL

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NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 11-K Form 20-F Form 10-Q
 Form N-SAR

For Period Ended: October 31, 2001

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended: -----

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has
verified any information contained herein.

If the notification relates to a portion of the filing checked above,
identify the item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

Take-Two Interactive Software, Inc.

Full Name of Registrant

Former Name If Applicable

575 Broadway

Address of Principal Executive Office (Street and Number)

New York, New York 10012

City, State and Zip Code

PART II -- RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach Extra Sheets if Needed.)

The Form 10-K for the fiscal year ended October 31, 2001 could not be filed within the prescribed time period due to unanticipated delays arising in connection with its preparation.

PART IV -- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Ken Selterman

212

334-6633

(Name)

(Area Code) (Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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Take-Two Interactive Software , Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: January 29, 2002

By /s/ Kelly Sumner

Kelly Sumner
Chief Executive Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. 1001).

TAKE-TWO INTERACTIVE SOFTWARE, INC.

ATTACHMENT TO PART IV OF FORM 12b-25
WITH RESPECT TO ITS FORM 10-K FOR THE
FISCAL YEAR ENDED OCTOBER 31, 2001

As disclosed in its December 17, 2001 press release, the registrant intends to restate its financial statements for the fiscal year ended October 31, 2000 ("Fiscal 2000") and the quarters ended January 31, April 30 and July 31, 2001.

The restatement of the Fiscal 2000 financial statements is expected to result in a decrease in net sales and net income from previously reported amounts. As previously announced, the registrant also expects that its results of operations for the fiscal year ended October 31, 2001 ("Fiscal 2001"), which will be reflected in its consolidated statements of operations to be included on Form 10-K, will reflect an increase in net sales when compared to Fiscal 2000 both as previously reported and as expected to be restated.

In addition, as previously announced, the registrant also expects that net income for Fiscal 2001 will decrease when compared to net income for Fiscal 2000, both as reported and as expected to be restated.

The registrant is unable to provide an estimate of any component of its statement of operations because its financial statements for Fiscal 2001 and restated financial statements for Fiscal 2000 and the interim quarters in Fiscal 2001 have not yet been finalized.