

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
 Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
 Definitive proxy statement
 Definitive additional materials
 Soliciting material pursuant to Rule 14a-12

Take-Two Interactive Software, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined).

(4) Proposed maximum aggregate value of transaction:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

**THE DATE AND TIME OF THE ANNUAL MEETING HAS CHANGED.
PLEASE NOTE THE NEW DATE AND TIME BELOW.**

**TAKE-TWO INTERACTIVE SOFTWARE, INC.
622 Broadway
New York, New York 10012**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD THURSDAY, MARCH 29, 2007**

To the Stockholders of TAKE-TWO INTERACTIVE SOFTWARE, INC.:

NOTICE IS HEREBY GIVEN that the date and time of the Annual Meeting ("Annual Meeting") of Stockholders of Take-Two Interactive Software, Inc. (the "Company") has been changed to, and will be held on, Thursday, March 29, 2007, at 4:00 P.M. local time at the Hotel Gansevoort, 18 9th Avenue, New York, New York 10014 for the following purposes:

1. To elect six (6) directors to hold office until the next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified;
2. To consider and vote on a proposal to amend the Company's Incentive Stock Plan to increase the number of shares of Common Stock reserved for issuance under the Plan by 2,000,000 shares;
3. To consider and vote on a proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm to audit the Company's financial statements for its fiscal year ending October 31, 2007;
4. To consider and vote on a shareholder proposal requesting that the Board's Compensation Committee, when setting executive compensation, include social responsibility as well as corporate governance financial criteria in the evaluation; if properly presented at the Annual Meeting; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

Only stockholders of record at the close of business on February 26, 2007 are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof.

By Order of the Board of Directors,

Daniel P. Emerson
Associate General Counsel and Secretary

March 19, 2007



FOR IMMEDIATE RELEASE

CONTACT

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Take-Two Interactive Software, Inc. Reschedules Annual Meeting of Shareholders to March 29, 2007

New York, NY - March 19, 2007 - Take-Two Interactive Software, Inc. (NASDAQ: TTWO) announced today that the Company has postponed its annual meeting scheduled for March 23, 2007 until March 29, 2007. The meeting will be held at a time and location to be designated in a revised Notice of Meeting to be issued later today. The current record date of February 26, 2007 for the annual meeting remains unchanged.

The Company also announced that, in light of the expressed intention of a shareholder group to act by written consent under certain circumstances, the Board of Directors has set a record date of the close of business on March 29, 2007 for the purpose of determining the shareholders entitled to act by written consent.

The purposes of the Board's actions are to provide additional time to review the proposed actions of the shareholder group and also to evaluate alternative courses of actions that could potentially be presented to the shareholders, including a possible sale of the Company. An additional objective of the Board is that shareholders, including the shareholder group, not take any action that would preclude an evaluation of any alternative that the Company might develop and that could potentially be presented to shareholders. There is no assurance that any specific alternative proposal will be forthcoming.

About Take-Two Interactive Software

Headquartered in New York City, Take-Two Interactive Software, Inc. is a global developer, marketer, distributor and publisher of interactive entertainment software games for the PC, PlayStation® game console, PlayStation®2 and PLAYSTATION®3 computer entertainment systems, PSP® (PlayStation®Portable) system, Xbox® and Xbox 360™ video game and entertainment systems from Microsoft, Wii™, Nintendo GameCube™, Nintendo DS™ and Game Boy® Advance. The Company publishes and develops products through its wholly owned labels Rockstar Games, 2K and 2K Sports, and Global Star Software; and distributes software, hardware and accessories in North America through its Jack of All Games subsidiary. Take-Two's common stock is publicly traded on NASDAQ under the symbol TTWO. For more corporate and product information please visit our website at www.take2games.com.

All trademarks and copyrights contained herein are the property of their respective holders.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains forward-looking statements made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws. Such forward-looking statements are based on the beliefs of our management as well as assumptions made by and information currently available to them. The Company has no obligation to update such forward-looking statements. Actual results may vary significantly from these forward-looking statements based on a variety of factors. These risks and uncertainties include the matters relating to the Special Committee's investigation of the Company's stock option grants and the restatement of our consolidated financial statements as well as the risks and uncertainties stated in this release. The investigation and conclusions of the Special Committee may result in claims and proceedings relating to such matters, including previously disclosed shareholder and derivative litigation and actions by the Securities and Exchange Commission and/or other governmental agencies and negative tax or other implications for the Company resulting from any accounting adjustments or other factors. In addition, there can be no assurance that the actions taken or to be taken by the Company as described herein will ensure the continued listing of the Company's common stock on NASDAQ. Other important factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2006 in the section entitled "Risk Factors".

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