

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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 13, 2008

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-29230**

(Commission  
File Number)

**51-0350842**

(IRS Employer  
Identification No.)

**622 Broadway, New York, New York**

(Address of principal executive offices)

**10012**

(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure**

On March 13, 2008, Strauss Zelnick, Executive Chairman of Take-Two Interactive Software, Inc. (the “Company”), and Ben Feder, Chief Executive Officer of the Company, distributed an email to the employees of the Company regarding the commencement of a tender offer by Electronic Arts Inc.

A copy of the email sent to Company employees is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 8.01. Other Events**

On March 13, 2008, the Company issued a press release in response to the commencement of a tender offer by Electronic Arts Inc.

A copy of this press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

- 99.1 Email from the Executive Chairman and Chief Executive Officer to Take-Two Interactive Software, Inc. Employees dated March 13, 2008.
  - 99.2 Press Release entitled “Take-Two Interactive Software Advises Stockholders to Take No Action in Response to Electronic Arts Offer” issued March 13, 2008 by Take-Two Interactive Software, Inc.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

Date: March 13, 2008

By: /s/ Daniel P. Emerson

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Daniel P. Emerson  
Title: Vice President, Associate General Counsel and Secretary

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## EXHIBIT INDEX

### Exhibit

- 99.1 Email from the Executive Chairman and Chief Executive Officer to Take-Two Interactive Software, Inc. Employees dated March 13, 2008.
  
- 99.2 Press Release entitled "Take-Two Interactive Software Advises Stockholders to Take No Action in Response to Electronic Arts Offer" issued March 13, 2008 by Take-Two Interactive Software, Inc.

Dear Team:

As you have no doubt heard, Electronic Arts announced today that it has made an unsolicited conditional tender offer to acquire all of Take-Two's outstanding shares of common stock for \$26 per share in cash. This means that EA is going directly to our shareholders with their offer and asking them to sell EA their shares, rather than negotiating with our Board of Directors.

Our Board has recommended that Take-Two stockholders take no action at the moment. We issued a press release regarding this today, which is included at the end of this email. To give you a clear sense of what comes next in this process, our Board, consistent with its fiduciary duties and with the advice of our independent financial and legal advisors, will review and consider the offer, and then will advise Take-Two's stockholders of the Board's position within 10 business days. As soon as that happens we will update all of you.

We want to assure you that both of us, as well as members of our Board, have significant experience with these types of situations and will act in the best interests of the Company, its stockholders and employees. We are confident that we are well prepared to navigate Take-Two through this period of heightened attention and stress.

While today's news means EA is moving forward with its offer, an acquisition by EA is by no means a certainty. We ask again that you try not to let today's news distract you from our important goals - delivering great games and making this the most creative, the most innovative and the most efficient company in our industry. There is great value in Take-Two and the best thing all of us can do during this time is stay focused on continuing to build the value of our business.

Sincerely,

Strauss and Ben

*This communication does not constitute an offer to sell or invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to Electronic Arts' tender offer or otherwise, nor does this communication constitute a solicitation of any vote or approval.*

**CONTACT:**

Meg Maise (Corporate Press/Investor Relations)  
**Take-Two Interactive Software, Inc.**  
(646) 536-2932  
meg.maise@take2games.com

**Brunswick Group**

Steve Lipin  
Nina Devlin  
(212) 333-3810  
taketwo@brunswickgroup.com

**TAKE-TWO INTERACTIVE SOFTWARE ADVISES STOCKHOLDERS TO TAKE NO ACTION IN RESPONSE TO ELECTRONIC ARTS OFFER**

**New York, NY - March 13, 2008** -The Board of Directors of Take-Two Interactive Software, Inc. (NASDAQ:TTWO) today recommended that Take-Two stockholders take no action at this time in response to the announcement by Electronic Arts Inc. (NASDAQ:ERTS) that it has made an unsolicited conditional tender offer to acquire all of Take-Two's outstanding shares of common stock for \$26 per share in cash.

Consistent with its fiduciary duties, and in consultation with its independent financial and legal advisors, Take-Two's Board will review and consider EA's offer, and within 10 business days, will advise Take-Two's stockholders of the Board's position regarding the offer as well as its reasons for that position.

Bear Stearns and Lehman Brothers are acting as financial advisors to Take-Two and Proskauer Rose LLP is acting as legal advisor.

**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®3 and PlayStation®2 computer entertainment systems, PSP® (PlayStation®Portable) system, Xbox 360® and Xbox® 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 Games, 2K Sports and 2K Play, 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](http://www.take2games.com).

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

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. 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. Further risks and uncertainties associated with Electronic Arts' tender offer to acquire the Company's outstanding shares: the risk that key employees may pursue other employment opportunities due to concerns as to their employment security with the Company; the risk that the acquisition proposal will make it more difficult for the Company to execute its strategic plan and pursue other strategic opportunities; the risk that the future trading price of our common stock is likely to be volatile and could be subject to wide price fluctuations; and the risk that stockholder litigation in connection with Electronic Arts' tender offer, or otherwise, may result in significant costs of defense, indemnification and liability. Other important factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2007, in the section entitled "Risk Factors" as updated in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2008, in the section entitled "Risk Factors." All forward-looking statements are qualified by these cautionary statements and are made only as of the date they are made.

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