
**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): November 10, 2011

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))
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Item 8.01 Other Events

On November 10, 2011, Take-Two Interactive Software, Inc. (the “Company”) issued a press release announcing the Company’s plans to issue convertible senior notes that will mature in 2016 in a proposed private offering to “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended. That press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference as if set forth in full.

On November 11, 2011, the Company issued a press release announcing that the Company agreed to sell \$220 million aggregate principal amount of its 1.75% Convertible Senior Notes due 2016 in a private offering to qualified institutional buyers. That press release is filed as Exhibit 99.2 to this Current Report and is incorporated herein by reference as if set forth in full.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

- 99.1 Press Release dated November 10, 2011 relating to Take-Two Interactive Software, Inc.’s plans to issue convertible senior notes.
- 99.2 Press Release dated November 11, 2011 relating to Take-Two Interactive Software, Inc.’s offering of its 1.75% Convertible Senior Notes due 2016.

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 hereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC
(Registrant)

By: /s/ Daniel P. Emerson

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

Date: November 14, 2011

EXHIBIT INDEX

Exhibit

- 99.1 Press Release dated November 10, 2011 relating to Take-Two Interactive Software, Inc.'s plans to issue convertible senior notes.
- 99.2 Press Release dated November 11, 2011 relating to Take-Two Interactive Software, Inc.'s offering of its 1.75% Convertible Senior Notes due 2016.

**CONTACT:**

(Investor Relations)
 Henry A. Diamond
 Senior Vice President
 Investor Relations & Corporate Communications
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(Corporate Press)
 Alan Lewis
 Vice President
 Corporate Communications & Public Affairs
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**Take-Two Interactive Software, Inc. Announces Proposed Private Offering of
 \$200 Million of Convertible Senior Notes**

New York, NY – November 10, 2011 – Take-Two Interactive Software, Inc. (NASDAQ: TTWO) (the “Company”) today announced that, subject to market and other conditions, it intends to offer \$200 million of convertible senior notes due 2016. The Company also expects to grant the initial purchasers an option to purchase up to \$30 million of additional notes to cover over-allotments.

Prior to June 1, 2016, the notes will be convertible only upon specified events and, thereafter, at any time. Upon conversion, the notes may be settled, at the Company’s election, in cash, shares of the Company’s common stock, or a combination of cash and shares of the Company’s common stock. The interest rate, conversion price and other terms will be determined by negotiations between the Company and the initial purchasers. The Company will not have the right to redeem the notes prior to maturity. Holders of the notes may require the Company to repurchase for cash all or part of their notes upon certain fundamental changes at a repurchase price equal to the principal amount of the notes to be repurchased plus accrued and unpaid interest.

The net proceeds from the sale of the notes will be used for general corporate purposes, which may include acquisitions and other strategic investments.

The offering will be made by means of an offering memorandum to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The notes and the shares of common stock issuable upon conversion of the notes have not been registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemptions from the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities.

Cautionary Note Regarding Forward-Looking Statements

The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws and may be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “will,” or words of similar meaning and include, but are not limited to, statements regarding the outlook for the Company’s

future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including: our dependence on key management and product development personnel, our dependence on our Grand Theft Auto products and our ability to develop other hit titles for current generation platforms, the timely release and significant market acceptance of our games, the ability to maintain acceptable pricing levels on our games, our ability to raise capital if needed and risks associated with international operations. Other important factors and information are contained in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2011, in the section entitled "Risk Factors," and the Company's other periodic filings with the SEC. All forward-looking statements are qualified by these cautionary statements and apply only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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**CONTACT:**

(Investor Relations)
 Henry A. Diamond
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(Corporate Press)
 Alan Lewis
 Vice President
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Alan.Lewis@take2games.com

**Take-Two Interactive Software, Inc. Announces Pricing of \$220 Million of
 Convertible Senior Notes in Private Offering**

New York, NY – November 11, 2011 – Take-Two Interactive Software, Inc. (NASDAQ: TTWO) (the “Company”) today announced the pricing of \$220 million of 1.75% convertible senior notes due 2016. In addition, the Company has granted the initial purchasers the option to purchase up to an additional \$30 million of notes on the same terms and conditions to cover over-allotments. The Company had originally announced its plans to issue \$200 million aggregate principal amount of its convertible senior notes due 2016.

The notes will pay interest semi-annually at a rate of 1.75% per annum and will mature on December 1, 2016. The notes will be convertible under certain circumstances and during certain periods at an initial conversion rate of 52.3745 shares of the Company’s common stock per \$1,000 principal amount of notes (representing an initial conversion price of approximately \$19.09 per share of common stock), subject to adjustment in certain circumstances. The initial conversion price represents a conversion premium of approximately 32.5% over the last reported sale price of the common stock on November 10, 2011 of \$14.41 per share. Prior to June 1, 2016, the notes will be convertible only upon specified events and, thereafter, at any time. Upon conversion, the notes may be settled, at the Company’s election, in cash, shares of the Company’s common stock, or a combination of cash and shares of the Company’s common stock. The Company will not have the right to redeem the notes prior to maturity. Holders of the notes may require the Company to repurchase for cash all or part of their notes upon certain fundamental changes at a repurchase price equal to the principal amount of the notes to be repurchased plus accrued and unpaid interest.

The net proceeds from the sale of the notes will be used for general corporate purposes, which may include acquisitions and other strategic investments and the refinancing of indebtedness. The closing of the convertible senior notes offering is expected to occur on November 16, 2011, subject to the satisfaction of customary closing conditions.

The notes were offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

The notes and the shares of common stock issuable upon conversion of the notes have not been registered under the Securities Act of 1933 or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemptions from the registration requirements of

the Securities Act of 1933 and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy the securities.

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