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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)**

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
(Name of Subject Company)

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
(Name of Person Filing Statement)

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**  
(Title of Class of Securities)

**874054109**  
(CUSIP Number of Class of Securities)

**Ben Feder**  
**Chief Executive Officer**  
**Take-Two Interactive Software, Inc.**  
**622 Broadway**  
**New York, NY 10012**  
**(646) 536-2842**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

Copies to:

Seth D. Krauss, Esq.  
Executive Vice President and  
General Counsel  
Take-Two Interactive Software, Inc.  
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(646) 536-2842

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1585 Broadway  
New York, NY 10036-8299  
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- Check the box if the filing relates to preliminary communications made before the commencement date of a tender offer.**
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This Amendment No. 4 to Schedule 14D-9 amends and supplements the Schedule 14D-9, originally filed by Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "SEC") on March 26, 2008, as amended by Amendment Nos. 1, 2 and 3 thereto (the "Schedule 14D-9"), relating to the tender offer commenced by EA08 Acquisition Corp. ("Purchaser"), a Delaware corporation and wholly owned subsidiary of Electronic Arts Inc., a Delaware corporation, to acquire all of the issued and outstanding shares of Common Stock, par value \$0.01 per share, of the Company (the "Shares") at a purchase price of \$26.00 net per Share in cash without interest, upon the terms and conditions set forth in the Offer to Purchase dated March 13, 2008 and in the related Letter of Transmittal contained in the Schedule TO filed by Purchaser with the SEC on March 13, 2008. Such tender offer was extended by Purchaser to 11:59 p.m., New York City time, on Friday, April 18, 2008. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

#### ITEM 4. THE SOLICITATION OR RECOMMENDATION

Item 4 is hereby amended by adding thereto the following information.

On March 31, 2008, the Company provided the following statement to the press regarding the proxy voting recommendations by Institutional Shareholder Services Inc.:

"We are pleased that ISS, the world's leading independent corporate governance and proxy voting advisory service with over 1,700 institutional clients worldwide, has recommended in favor of the re-election of Take-Two directors and other proposals recommended by the Board."

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By /s/ Daniel P. Emerson

Daniel P. Emerson

Vice President, Associate General Counsel and Secretary

Dated: March 31, 2008