

**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): **December 6, 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))

**Item 7.01 Regulation FD Disclosure**

On December 6, 2011, senior management of Take-Two Interactive Software, Inc. (the "Company") will participate in a presentation at the UBS 39<sup>th</sup> Annual Global Media and Communications Conference. A copy of the presentation materials is attached to this Current Report as Exhibit 99.1 and is incorporated by reference herein.

The information included in this Current Report on Form 8-K, including Exhibit 99.1 hereto, that is furnished pursuant to this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"). In addition, the information included in this Current Report on Form 8-K, including Exhibit 99.1 hereto, that is furnished pursuant to this Item 7.01 shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

- 99.1 Presentation materials from a presentation entitled "Take-Two Interactive Software, Inc. — UBS 39<sup>th</sup> Annual Global Media and Communications Conference".

2

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

**EXHIBIT INDEX**

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	Presentation materials from a presentation entitled “Take-Two Interactive Software, Inc. — UBS 39 <sup>th</sup> Annual Global Media and Communications Conference”.



**Take-Two Interactive Software, Inc.**  
(NASDAQ: TTWO)

**UBS 39th Annual Global Media and  
Communications Conference**  
December 6, 2011

## 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, which can be accessed at [www.take2games.com](http://www.take2games.com). 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.



## Take-Two Is ...

A leading global developer, marketer and publisher of interactive entertainment

### Rockstar Games

*Grand Theft Auto*

*Midnight Club*

*Red Dead*

*Max Payne*

*L.A. Noire*

*Bully*

### 2K

*NBA 2K*

*Sid Meier's Civilization*

*BioShock*

*Carnival Games*

*Mafia*

*Borderlands*

*The Darkness*

Net revenue of \$1.14 billion in fiscal 2011



## Investment Highlights

- A global leader in the strongest growth segment of the entertainment industry
- World-class creative teams
- Diverse portfolio of industry-leading intellectual property
- Proven growth strategy focused on building compelling interactive entertainment franchises
- Actively investing in digitally delivered content and mobile, online and social gaming
- Demonstrated financial performance
- Strong balance sheet and capital reserve



# A leading Global Publisher of Interactive Entertainment



- Groundbreaking action / adventure blockbuster titles
- Focused on internally owned and developed intellectual property
- 7 internal studios



- High-quality titles for a range of gamers across all key platforms
- Shooter, action, role-playing, strategy, sports and family entertainment titles
- Original, licensed and owned mass-market brands
- Three divisions: 2K Games, 2K Sports and 2K Play
- 8 internal studios



## World-Class Creative Teams

- Over 1,550 in-house developers
- Strong relationships with leading third-party studios
- Developed two of the three highest-rated titles for Xbox 360 and the highest-rated title for PS3 and DS



1	Grand Theft Auto IV	2008	98
2	Batman: Arkham City	2011	96
2	Uncharted 2: Among Thieves	2009	96

1	Grand Theft Auto IV	2008	98
2	BioShock	2007	96
2	The Orange Box	2007	96



1	Grand Theft Auto: Chinatown Wars	2009	93
1	Flipnote Studio	2009	93
3	Chrono Trigger	2008	92





# Diverse Portfolio of Industry-Leading Intellectual Property

- 19 proprietary brands
- 5 new franchises launched since 2007
  - Bioshock*
  - Borderlands*
  - Carnival Games*
  - L.A. Noire*
  - The Darkness*
- 33 distinct multi-million unit selling titles



# Diverse Portfolio of Industry-Leading Intellectual Property

## The Grand Theft Auto Franchise



- The interactive entertainment industry's most iconic and critically acclaimed brand
- Pioneered and continues to redefine the open world action genre
- Franchise has sold-in over 117 million units
- *Grand Theft Auto IV* received the highest ever ratings on Xbox 360 and PS3, and has sold-in over 23 million units <sup>(1)</sup>
- Highly successful additional episodes including *The Lost and Damned* and *The Ballad of Gay Tony*
- *Grand Theft Auto V* is in full development

(1) Includes Complete Edition and Special Edition



# Diverse Portfolio of Industry-Leading Intellectual Property

## Key Rockstar Franchises



- Action/adventure game set in early 1900's Western frontier
- *Red Dead Redemption* received average Metacritic ratings of 95 and over 150 "Game of the Year" awards
- Highly successful single and multiplayer add-on content
- *Red Dead* franchise has sold-in over 13 million units



- Cinematic crime thriller combines action with real detective work, utilizing unique facial animation technology
- First video game ever selected for the Tribeca Film Festival
- Title has sold-in over 4 million units



- Quintessential "Street racing" series
- Franchise has sold-in over 19 million units



- Popularized the third-person shooter genre
- *Max Payne 3* is planned for release in March 2012



# Diverse Portfolio of Industry-Leading Intellectual Property

## Key 2K Games Franchises



- One of world's top strategy titles for the PC
- Franchise has sold-in nearly 11 million units
- Includes Take-Two's first social game – *Sid Meier's Civilization World* for Facebook



- *BioShock* is one of the highest-rated titles on Xbox 360 and PS3
- Franchise has sold-in over 9 million units
- *BioShock Infinite* is planned for release in calendar 2012



- Highly visual, graphic noir style shooter based on supernatural horror comic book series
- *The Darkness II* is set to release in February 2012



- Critically acclaimed, role-playing shooter
- Franchise has sold-in over 5 million units
- Successful add-on content
- *Borderlands 2* is planned for release in fiscal 2013



- Authentic, action-packed gangster saga
- Franchise has sold-in over 5 million units





# Diverse Portfolio of Industry-Leading Intellectual Property

## The NBA 2K Franchise



- Top-ranked NBA title for 11 years running
- Franchise has sold-in over 18 million units
- NBA 2K11 has sold-in over 5.5 million units and won more than 20 “Sports Game of the Year” awards
- NBA 2K12 achieved the highest scores in the history of the franchise and 2K Sports (90 – Metacritic)



# Diverse Portfolio of Industry-Leading Intellectual Property

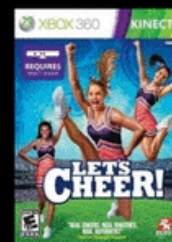
## Key 2K Play Franchises



- Family-friendly game offered on multiple platforms including Xbox 360 (Kinect), Wii, DS, 3DS and iOS
- Internally owned and developed
- Franchise has sold-in over 8 million units



- Wide-ranging slate of games based on popular Nick Jr. programs



- Broadening lineup of youth oriented games





# Proven Growth Strategy

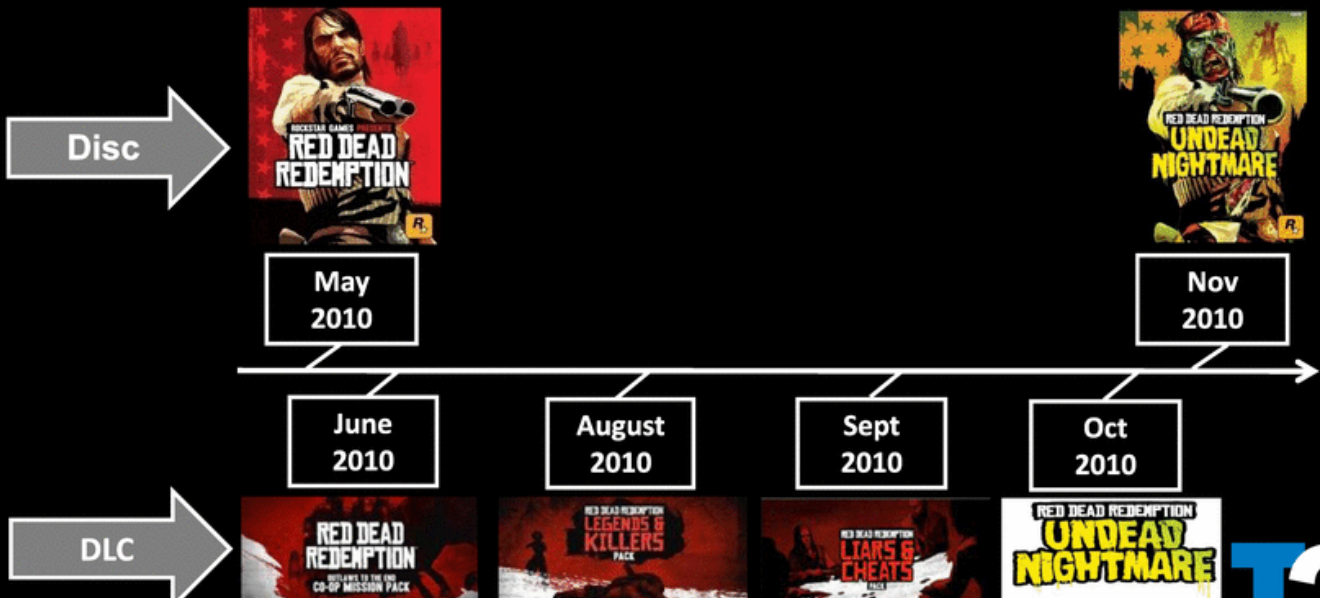
*Focused on building compelling franchises*



# Proven Growth Strategy

*Driving value through evolving business models*

- Generates incremental revenue streams
- Extends the life and value of titles
- Bridges development cycles for franchises



# Proven Growth Strategy

*Actively investing in mobile, online and social gaming*

- Released 10<sup>th</sup> offering for Apple's iOS platform – *NBA 2K12*
  - First offering for Android coming this Fall - *Grand Theft Auto III*
- Partnered with leading Asian companies to develop online games
  - Tencent – online version of *NBA 2K* for China, currently in closed Beta testing phase
  - Nexon Corporation – online baseball game for South Korea
  - XLGAMES – MMO game based on a top 2K Games franchise
- Launched 1<sup>st</sup> social game – *Sid Meier's Civilization World* for Facebook
- Strong pipeline of unannounced projects



# Demonstrated Financial Performance

- Grew net revenue from \$701 million in fiscal 2009 to \$1.14 billion in fiscal 2011 (all organic) <sup>(1)</sup>
- Increased global presence with 44% of revenues from outside the U.S. in fiscal 2011
- Achieved \$40 million of annual cost savings since 2007
- Profitable on a non-GAAP basis due to diverse portfolio of industry leading franchises <sup>(2)</sup>
- Expect substantial growth in fiscal 2013, including Non-GAAP net income in excess of \$2.00 per share <sup>(2)</sup>

<sup>(1)</sup> Fiscal 2009 refers to the fiscal year ended October 31, 2009 and fiscal 2011 refers to the fiscal year ended March 31, 2011.

<sup>(2)</sup> Based on actual results for fiscal 2011 and financial outlook for fiscal 2012 and 2013 as of November 8, 2011. See the attached Glossary for a discussion of non-GAAP financial measures and cautionary statement.



# Strong Balance Sheet and Capital Reserve

- \$270 million in cash as of September 30th
- \$100 million undrawn credit line
- Opportunistically raised an additional \$250 million through convertible note offering in November



## Take-Two

*Positioned for continued success*

- Global interactive entertainment company focused on building compelling franchises
- World-class creative talent
- Diverse, balanced portfolio of industry-leading intellectual property
- Actively pursuing growth opportunities in digitally delivered content and mobile, online and social gaming
- Solid financial foundation
- Robust pipeline of titles in development



# Glossary

## Non-GAAP Financial Measures

In addition to reporting financial results in accordance with U.S. generally accepted accounting principles (GAAP), the Company uses Non-GAAP measures of financial performance that exclude certain non-recurring or non-cash items. Non-GAAP gross profit, income (loss) from operations, net income (loss), and earnings (loss) per share are measures that exclude certain non-recurring or non-cash items and should be considered in addition to results prepared in accordance with GAAP. They are not intended to be considered in isolation from, as a substitute for, or superior to, GAAP results. These Non-GAAP financial measures may be different from similarly titled measures used by other companies.

The Company believes that these Non-GAAP financial measures, when taken into consideration with the corresponding GAAP financial measures, are important in gaining an understanding of the Company's ongoing business. These Non-GAAP financial measures also provide for comparative results from period to period. Therefore, the Company believes it is appropriate to exclude certain items as follows:

- *Stock-based compensation* – the Company does not consider stock-based compensation charges when evaluating business performance and management does not contemplate stock-based compensation expense in its short- and long-term operating plans. As a result, the Company has excluded such expenses from its Non-GAAP financial measures.
- *Business reorganization, restructuring and related expenses* – the Company does not engage in reorganization activities on a regular basis and therefore believes it is appropriate to exclude business reorganization, restructuring and related expenses from its Non-GAAP financial measures.
- *Income (loss) from discontinued operations* – the Company does not engage in sales of subsidiaries on a regular basis and therefore believes it is appropriate to exclude such gains (losses) from its Non-GAAP financial measures. As the company is no longer active in its discontinued operations, it believes it is appropriate to exclude income (losses) thereon from its Non-GAAP financial measures.
- *Professional fees and expenses associated with unusual legal and other matters* – the Company has incurred expenses for professional fees and has accrued for legal settlements that are outside its ordinary course of business. As a result, the Company has excluded such expenses from its Non-GAAP financial measures.
- *Non-cash interest expense related to convertible debt* – The Company records non-cash interest expense on its convertible notes in addition to the interest expense already recorded for coupon payments. The Company excludes the non-cash portion of the interest expense from its Non-GAAP financial measures because these amounts are unrelated to its ongoing business operations.
- *Non-cash tax expense for the impact of deferred tax liabilities associated with tax deductible amortization of goodwill* – due to the nature of the adjustment as well as the expectation that it will not have any cash impact in the foreseeable future, the Company believes it is appropriate to exclude this expense from its Non-GAAP financial measures.



# Glossary

## Non-GAAP Reconciliation

(\$ in millions, except per share data)

	12-months ended March 31, 2011
Net income	\$48.5
Plus: Discontinued operations	5.3
Plus: Professional fees and legal matters	0.8
Plus: Stock based compensation	28.8
Plus: Non-cash interest expense	7.4
Plus: Non-cash tax expense	1.8
Plus: Business reorganization and related	1.7
<b>Non-GAAP net income</b>	<b>\$94.3</b>
Diluted shares outstanding	86,139
Plus: Shares related to the potential dilution from convertible notes	12,927
<b>Non-GAAP diluted shares outstanding</b>	<b>99,066</b>
GAAP diluted net income per share	\$0.56
<b>Non-GAAP diluted net income per share</b>	<b>\$1.02</b>





