

(File No. 333-_____)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	51-0350842 (I.R.S. Employer Identification No.)
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575 Broadway, New York, New York 10012

(Address of principal executive offices including zip code)

Various Stock Option Agreements for Employees

(Full title of the plan)

Ryan A. Brant, Chairman
Take-Two Interactive Software, Inc., 575 Broadway New York, NY 10012

(Name and address of agent for service)

(212) 334-6633
(Telephone number, including area code, of agent for service)

Copy to:

Robert H. Cohen, Esq.
Morrison Cohen Singer & Weinstein LLP
750 Lexington Avenue, 8th Floor
New York, NY 10022

CALCULATION OF REGISTRATION FEE

Titles of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$.01 per share	391,665 shares	\$10.1332	\$3,968,819.78	\$1,047.77

(1) Estimated solely for the purpose of calculating the registration fee based on the average exercise price of the options.

Pursuant to Rule 416, there are also being registered additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the options.

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement:

This Registration Statement on Form S-8 is filed by the Registrant to register an additional 391,665 shares of its common stock which are issuable upon the exercise of options granted to employees of the Registrant under various agreements. These 391,665 shares are in addition to the 625,167 shares of the Registrant's common stock which were previously registered pursuant to the Registrant's Registration Statement on Form S-8 (Commission File No. 333-89995) filed on October 29, 1999 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

Item 8. Exhibits.

Exhibit No.	Description
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5	Opinion of Morrison Cohen Singer & Weinstein LLP
23.1	Consent of Pricewaterhouse Coopers LLP
23.2	Consent of Aronowitz, Chaiken & Hardesty, LLP
23.4	Consent of Morrison Cohen Singer & Weinstein LLP (included in Exhibit 5)
24.1	Powers of Attorney (included on signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of New York, state of New York, on the 31st day of August 2000.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: Ryan A. Brant

 Ryan A. Brant
 Chief Executive Officer

Each person whose signature appears below authorizes Ryan A. Brant as his true and lawful attorney-in-fact with full power of substitution to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file any and all amendments to this Registration Statement, including any and all post-effective amendments thereto.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following person in the capacities and on the dates stated.

Signature -----	Title -----	Date -----
/s/ Ryan A. Brant ----- Ryan A. Brant	Chief Executive Officer and Director (Principal Executive Officer)	August 31, 2000
/s/ James H. David, Jr. ----- James H. David, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)	August 31, 2000
/s/ Barry Rutcofsky ----- Barry Rutcofsky	Co-Chairman and Director	August 31, 2000
----- Anthony R. Williams	Director	
/s/ Oliver R. Grace, Jr. ----- Oliver R. Grace, Jr.	Director	August 31, 2000
----- Neil S. Hirsch	Director	
/s/ Kelly Sumner ----- Kelly Sumner	Director	August 31, 2000
/s/ Robert Flug ----- Robert Flug	Director	August 31, 2000

Exhibit Index

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EXHIBIT 5

September 7, 1999

Take-Two Interactive Software, Inc.
575 Broadway
New York, New York 10012

Gentlemen:

You have requested our opinion with respect to the offer and sale by you, Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), pursuant to a Registration Statement (the "Registration Statement") on Form S-8 under the Securities Act of 1933, as amended (the "Act"), of up to 391,665 shares (the "Shares") of common stock, par value \$.01 per share, of the Company (the "Common Stock"), issuable upon exercise of stock options (the "Options").

We have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents and corporate and public records as we deem necessary as a basis for the opinion hereinafter expressed. With respect to such examination, we have assumed the genuineness of all signatures appearing on all documents presented to us as originals, and the conformity to the originals of all documents presented to us as conformed or reproduced copies. Where factual matters relevant to such opinion were not independently established, we have relied upon certificates of executive officers and responsible employees and agents of the Company.

Based upon the foregoing, it is our opinion that the Shares have been duly and validly authorized and when sold, paid for and issued as contemplated by the Registration Statement and the Options will be duly and validly issued and fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, we do not thereby concede that we come within the categories of persons whose consent is required by the Act or the General Rules and Regulations promulgated thereunder.

Very truly yours,

MORRISON COHEN SINGER & WEINSTEIN LLP

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 17, 1999 relating to the financial statements which appears in Take Two Interactive Software Inc.'s Annual Report on Form 10-K for the year ended October 31, 1999.

/s/ PricewaterhouseCoopers LLP

New York, New York
September 7, 2000

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 26, 1998 relating to the financial statements of Jack of All Games, Inc. which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-K for the year ended October 31, 1999.

/s/ Aronowitz, Chaiken & Hardesty, LLP
Certified Public Accountants

Cincinnati, Ohio
September 7, 2000