

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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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)

1997 Employee Stock Option Plan  
-----  
(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	1,500,000 shares	\$11.875	\$17,813,201	\$4,453.30

(1) Estimated solely for the purpose of calculating the registration fee based on (i) the average exercise price of \$10.3124 for 515,000 options issued and (ii) the closing price of \$12.688 for 985,000 shares of common stock as reported by Nasdaq on March 23, 2001.

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 1997 Employee Stock Option Plan (the "Plan").

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 1,500,000 shares of its common stock which are issuable upon the exercise of options available for grant under the Plan, pursuant to an amendment to the Plan authorized by the stockholders on November 29, 2000. These 1,500,000 shares are in addition to the 3,500,000 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. 333-81797) filed on June 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.

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Exhibit No.	Description
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5	Opinion of Morrison Cohen Singer & Weinstein LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Morrison Cohen Singer & Weinstein LLP (contained 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 28th day of March 2001.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Ryan A. Brant

-----  
 Ryan A. Brant  
 Chairman

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	Chairman and Director (Principal Executive Officer)	March 28, 2001
/s/ James H. David, Jr. ----- James H. David, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer)	March 28, 2001
/s/ Barry Rutcofsky ----- Barry Rutcofsky	Co-Chairman and Director	March 28, 2001
/s/ Paul Eibeler ----- Paul Eibeler	President and Director	March 28, 2001
/s/ Kelly Sumner ----- Kelly Sumner	Chief Executive Officer and Director	March 28, 2001
/s/ Oliver R. Grace, Jr. ----- Oliver R. Grace, Jr.	Director	March 28, 2001
/s/ Robert Flug ----- Robert Flug	Director	March 28, 2001
/s/ Don Leeds ----- Don Leeds	Director	March 28, 2001

Exhibit Index

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EXHIBIT 5

March 27, 2001

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 1,500,000 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") available for grant under the 1997 Employee Stock Option Plan.

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 the registration statement on Form S-8 of our report dated December 13, 2000 relating to the financial statements and financial statement schedule, which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2000.

PricewaterhouseCoopers LLP

New York, New York  
March 28, 2001