

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u> <hr/> (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES CORP.</u> <u>767 FIFTH AVE., SUITE 4700</u> <hr/> (Street) <u>NEW YORK NY 10153</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/06/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Take-Two Common Stock	9,693,874	I	please see all footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
ICAHN CARL C

 (Last) (First) (Middle)
C/O ICAHN ASSOCIATES CORP.
767 FIFTH AVE., SUITE 4700

 (Street)
NEW YORK NY 10153

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
HIGH RIVER LIMITED PARTNERSHIP

 (Last) (First) (Middle)
445 HAMILTON AVENUE
SUITE 1210

 (Street)
WHITE PLAINS NY 10601

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS MASTER FUND LP

 (Last) (First) (Middle)
C/O WALKER HOUSE
87 MARY STREET

 (Street)
GEORGE TOWN, E9 KY1-9001

 (City) (State) (Zip)

GRAND
CAYMAN

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICAHN PARTNERS MASTER FUND II L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND
CAYMAN, E9 KY1-9001
CAYMAN
ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICAHN PARTNERS MASTER FUND III L.P.

(Last) (First) (Middle)

C/O WALKER HOUSE
87 MARY STREET

(Street)

GRAND
CAYMAN, E9 KY1-9001
CAYMAN
ISLANDS

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICAHN PARTNERS LP

(Last) (First) (Middle)

445 HAMILTON AVENUE
SUITE 1210

(Street)

WHITE PLAINS NY 10601

(City) (State) (Zip)

Explanation of Responses:

1. High River Limited Partnership ("High River") directly beneficially owns 1,938,774 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 2,944,982 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 3,049,233 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,222,468 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 538,417 Shares.

2. Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

3. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

4. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

5. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

Remarks:

CARL C. ICAHN

11/07/2012

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.