## 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): April 23, 2009

#### TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware0-2923051-0350842(State or other jurisdiction<br/>of incorporation)(Commission<br/>File Number)(IRS Employer<br/>Identification No.)

**622 Broadway, New York, New York**(Address of principal executive offices)

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

#### A. Approval of Adoption of Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan

At the annual meeting of stockholders of Take-Two Interactive Software, Inc. (the "Company") held on April 23, 2009 (the "Approval Date"), the Company's stockholders approved the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan (the "2009 Stock Incentive Plan"). Under the 2009 Stock Incentive Plan, the Company may grant stock-based incentive compensation awards to eligible employees (including officers), non-employee directors and consultants in the form of stock options, stock appreciation rights, restricted stock and other stock-based awards. Subject to adjustment in the event of changes in capitalization, the aggregate number of shares of common stock of the Company, par value \$0.01 ("Common Stock") which may be issued or used for reference purposes under the 2009 Stock Incentive Plan or with respect to which awards may be granted thereunder may not exceed 6,408,954 shares, which is the sum of (i) 4,900,000 shares of Common Stock, plus (ii) the 1,392,960 shares of Common Stock that remained available for grant under the Company's 2002 Stock Option Plan as of the close of business on the Approval Date, plus (iii) the 115,994 shares of Common Stock that remained available for grant under the Company's Incentive Stock Plan as of the close of business on the Approval Date.

For a more detailed description of the 2009 Stock Incentive Plan, see Proposal 2 of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission (the "SEC") on March 2, 2009 (the "Proxy Statement") and the Supplement to the Proxy Statement filed with the SEC on April 6, 2009. The foregoing description of the 2009 Stock Incentive Plan is only a summary and is qualified in its entirety by the full text of the 2009 Stock Incentive Plan, which is included as Annex A to the Company's Proxy Statement and is incorporated by reference herein as Exhibit 10.1.

#### B. Amendments to the 2002 Stock Option Plan and the Incentive Stock Plan

The Company's Board of Directors has approved and adopted amendments (the "Plan Amendments") to the Company's 2002 Stock Option Plan and the Company's Incentive Stock Plan (the "Existing Plans"). The Plan Amendments became effective on the Approval Date upon the approval of the 2009 Stock Incentive Plan by the Company's stockholders and provide that:

• all shares of Common Stock available for grant under the Existing Plans as of the close of business on the Approval Date will be transferred to the 2009 Stock Option Plan effective as of the close of business on the Approval Date;

- · no shares of Common Stock will be available for the grant of awards under the Existing Plans following the close of business on the Approval Date; and
- · shares of Common Stock that are subject to any award under the Existing Plans that are forfeited after the close of business on the Approval Date will not be available for grant under the Existing Plans.

The foregoing description of the Plan Amendments is only a summary and is qualified in its entirety by the full text of the Plan Amendments, which are attached hereto as Exhibits 10.2 and 10.3, respectively, and are incorporated by reference herein.

#### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective April 23, 2009, the Company amended its Restated Certificate of Incorporation to increase the number of authorized shares of its common stock from 100 million to 150 million. The stockholders of the Company approved the amendment at the annual meeting of stockholders held on April 23, 2009. The amendment became effective upon filing of the Company's Amendment of the Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on April 23, 2009. The foregoing description of the amendment is qualified in its entirety by the full text of the amendment, which is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

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#### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits:

- 3.1 Certificate of Amendment of the Restated Certificate of Incorporation, dated April 23, 2009.
- Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 2, 2009).
- 10.2 Amendment to the 2002 Stock Option Plan of Take-Two Interactive Software, Inc.
- 10.3 Amendment to the Take-Two Interactive Software, Inc. Incentive Stock Plan.

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#### **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: <u>/s/ Daniel P. Emerson</u>

Daniel P. Emerson

Vice President, Associate General Counsel and Secretary

Date: April 23, 2009

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#### **EXHIBIT INDEX**

EXHIDIT	
3.1	Certificate of Amendment of the Restated Certificate of Incorporation, dated April 23, 2009.
10.1	Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan (incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 2, 2009).
10.2	Amendment to the 2002 Stock Option Plan of Take-Two Interactive Software, Inc.
10.3	Amendment to the Take-Two Interactive Software, Inc. Incentive Stock Plan.

# CERTIFICATE OF AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION OF TAKE-TWO INTERACTIVE SOFTWARE, INC.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

**FIRST:** The name of the corporation is:

#### Take-Two Interactive Software, Inc.

**SECOND:** The corporation hereby amends its Certificate of Incorporation as follows:

1. Section 8.1 of Article VIII is hereby amended by deleting all of the text in the first paragraph of such section and replacing it with the following in substitution therefor:

"The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred Fifty Five Million (155,000,000) shares, of which One Hundred Fifty Million (150,000,000) shares shall be Common Stock, par value \$.01 per share, and Five Million (5,000,000) shares shall be Preferred Stock, par value \$.01 per share."

**THIRD:** The written amendment effected herein has been duly adopted by the Board of Directors and approved by the stockholders of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, this certificate has been subscribed this 23rd day of April, 2009, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

#### TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Daniel P. Emerson

Name: Daniel P. Emerson

Title: Vice President, Associate General Counsel and Secretary

## AMENDMENT TO THE 2002 STOCK OPTION PLAN OF

#### TAKE-TWO INTERACTIVE SOFTWARE, INC.

(As amended in June 2002, April 2003, June 2004 and June 2005 and as adjusted for a 3-for-2 stock split in April 2005)

**WHEREAS**, Take-Two Interactive Software, Inc. (the "Company") maintains the 2002 Stock Option Plan of Take-Two Interactive Software, Inc. (As amended in June 2002, April 2003, June 2004 and June 2005 and as adjusted for a 3-for-2 stock split in April 2005) (the "2002 Plan");

WHEREAS, pursuant to Section 14 of the 2002 Plan, the Board of Directors of the Company (the "Board") may amend the 2002 Plan; and

WHEREAS, subject to the approval by the Company's stockholders (the "Approval") of the Take-Two Interactive Software, Inc 2009 Stock Incentive Plan (the "2009 Plan"), the Board desires to amend the 2002 Plan to (i) transfer to the 2009 Plan the Company's common stock remaining available for grant under the 2002 Plan as of the close of business on the date of the Approval (the "Approval Date") and (ii) to provide that no further grants will be made under the 2002 Plan after the Approval.

**NOW, THEREFORE**, pursuant to Section 14 of the 2002 Plan, subject to, and effective as of, the Approval, the 2002 Plan is hereby amended as follows:

1. The following sentences are hereby added to the end of Section 2 of the 2002 Plan to read as follows:

"Notwithstanding the foregoing, all shares of Common Stock available for grant under the 2002 Plan as of the close of business on the date (the "Approval Date") that the Company's stockholders approve (the "Approval") the Take-Two Interactive Software, Inc 2009 Stock Incentive Plan (the "2009 Plan") shall be transferred to the 2009 Plan effective as of the close of business on Approval Date. Following the close of business on the Approval Date, no shares of Common Stock will be available for the grant of options under the 2002 Plan and shares of Common Stock represented by any options under the 2002 Plan that expire, terminate or are surrendered for cancellation for any reason without having been exercised after the close of business

on the Approval Date shall not be available for subsequent option grants under the 2002 Plan."

2. The following sentence is hereby added to the end of Section 4 of the 2002 Plan to read as follows:

"Notwithstanding anything herein to the contrary, no options shall be granted under the 2002 Plan following the Approval."

**IN WITNESS WHEREOF,** the Company has caused this instrument to be signed by its officer or representative duly authorized by the Board for such purpose on this 23rd day of April, 2009.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Daniel P. Emerson

Name: Daniel P. Emerson

Title: Vice President, Associate General Counsel and Secretary

#### AMENDMENT TO THE TAKE-TWO INTERACTIVE SOFTWARE, INC. INCENTIVE STOCK PLAN

(As amended effective April 10, 2008)

WHEREAS, Take-Two Interactive Software, Inc. (the "Company") maintains the Take-Two Interactive Software, Inc. Incentive Stock Plan (As amended effective April 10, 2008) (the "Incentive Stock Plan");

WHEREAS, pursuant to Section 9 of the Incentive Stock Plan, the Board of Directors of the Company (the "Board") may at any time, and from time to time, amend the provisions of the Incentive Stock Plan; and

WHEREAS, subject to the approval by the Company's stockholders (the "Approval") of the Take-Two Interactive Software, Inc 2009 Stock Incentive Plan (the "2009 Plan"), the Board desires to amend the Incentive Stock Plan to (i) transfer to the 2009 Plan the Company's common stock remaining available for grant under the Incentive Stock Plan as of the close of business on the date of the Approval (the "Approval Date") and (ii) to provide that no further grants will be made under the Incentive Stock Plan after the Approval.

NOW, THEREFORE, pursuant to Section 9 of the Incentive Stock Plan, subject to, and effective as of, the Approval, the Incentive Stock Plan is hereby amended as follows:

1. The following paragraph is hereby added to the end of Section 3 of the Incentive Stock Plan to read as follows:

"Notwithstanding the foregoing, all shares of Stock available for grant under the Plan as of the close of business on the date (the "Approval Date") that the Company's stockholders approve (the "Approval") the Take-Two Interactive Software, Inc 2009 Stock Incentive Plan (the "2009 Plan") shall be transferred to the 2009 Plan effective as of the close of business on Approval Date. Following the close of business on the Approval Date, no shares of Stock will be available for the grant of awards under the Plan and shares of Stock that are subject to any award under the Plan that are forfeited after the close of business on the Approval Date shall not be available for grant under the Plan."

2. The following paragraph is hereby added to the end of Section 4 of the Incentive Stock Plan to read as follows:

"Notwithstanding anything herein to the contrary, no awards shall be granted under the Plan following the Approval."

**IN WITNESS WHEREOF,** the Company has caused this instrument to be signed by its officer or representative duly authorized by the Board for such purpose on this 23rd day of April, 2009.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

/s/ Daniel P. Emerson Bv:

Name: Daniel P. Emerson

Title: Vice President, Associate General Counsel and Secretary