

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): January 19, 2006

TAKE TWO INTERACTIVE SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-29230

51-0350842

(State or Other  
Jurisdiction of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

622 Broadway, New York, NY

10012

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code      (646) 536-2842

Not Applicable

(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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 19, 2006, Barbara A. Kaczynski resigned from the Registrant's Board of Directors and her related positions as Chair of the Registrant's Audit Committee and member of the Registrant's Corporate Governance Committee. On January 19, 2006, Ms. Kaczynski delivered a letter of resignation to the Registrant's Board of Directors, a copy of which is attached hereto as Exhibit 17.1. A further letter on behalf of Ms. Kaczynski is attached hereto as Exhibit 17.2.

On January 24, 2006, Michael J. Malone, age 61, was appointed as a director of the Registrant. From May 2001 through February 7, 2005, Mr. Malone served as non-executive Chairman of Maxide Acquisition, Inc., the holding company for DMX Music, Inc. (formerly AEI Music Network, Inc.), a supplier of music services that he founded in 1971. On February 14, 2005, Maxide Acquisition, Inc. filed for Chapter 11 protection with the U.S. Bankruptcy Court for the District of Delaware. From 2001 through 2004, Mr. Malone served as non-executive Chairman of DMX Music and from 1971 through 2001, Mr. Malone served as Chief Executive Officer and non-executive Chairman of AEI Music Network, Inc. From 1995 through 2005, Mr. Malone served as Chairman of MTM Management, a national hotel management company. Since 1985, Mr. Malone has served as Chairman of Erin Air, Inc., a national jet charter company based in Seattle. Since 1999, Mr. Malone has served on the Board of Directors and Audit Committee of Expeditors International of Washington, Inc., a global logistics services company. Mr. Malone received a B.A. in Business Administration from the University of Washington in 1967.

Todd Emmel, a member of the Registrant's Audit Committee, has been appointed acting Chairman of that committee and Robert Flug, the Chairman of the Registrant's Compensation Committee and a member of the Registrant's Audit Committee, has been appointed interim non-executive Chairman of the Registrant's Board of Directors.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

17.1 Letter from Barbara Kaczynski dated January 19, 2006.

17.2 Letter on behalf of Ms. Kaczynski dated January 24, 2006.

**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 thereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

By: /s/ Karl H. Winters

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Name: Karl H. Winters  
Title: Chief Financial Officer

Date: January 25, 2006

BARBARA A. KACZYNSKI  
124 Dornoch Court  
Ponte Vedra Beach, Florida 32082

January 19, 2006

The Board of Directors  
Take-Two Interactive Software, Inc.  
622 Broadway  
New York, New York 10012

Dear Gentlemen:

This is to inform you that, effective immediately, I resign my position as a member of the Board of Directors of Take-Two Interactive Software, Inc. and the related positions as Chair of the Audit Committee and member of the Governance Committee.

I wish you all the best of luck in your efforts to judiciously guide this company in the days and weeks ahead.

Sincerely yours,

Barbara A. Kaczynski

January 24, 2006

**FEDERAL EXPRESS**

Robert J. Mittman, Esq.  
Blank Rome LLP  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174

Re: Barbara A. Kaczynski

Dear Mr. Mittman:

As you know, we have just been retained to represent Barbara Kaczynski. I write in response to your email of Friday, January 20, 2006, to Ms. Kaczynski, regarding her resignation from the board of directors of Take-Two Interactive Software, Inc. ("Take-Two").

Your email seeks confirmation from Ms. Kaczynski that her resignation from Take-Two's board was not due to a disagreement with management of the type requiring disclosure under Item 5.02(a) of S.E.C. Form 8-K. Your email further asks Ms. Kaczynski to approve draft language describing the circumstances surrounding her resignation, which language the company intends to include in its upcoming Form 8-K disclosure.

Ms. Kaczynski does not know whether her resignation is of a type requiring disclosure under SEC rules and she does not feel able to express a view with respect to the language the Company intends to include in its Form 8-K disclosure about the resignation.

However, she is able to express to you directly the reasons why she resigned. During Ms. Kaczynski's tenure as a board member and chair of the audit committee, several matters requiring the board's attention caused Ms. Kaczynski concern. These matters included Take Two's discovery of illicit images depicted in its "Grand Theft Auto" videogame, the Federal Trade Commission's investigation of Take-Two following that discovery, and various SEC inquiries directed at Take-Two and its employees.

More recently, in connection with preparation of the 10-K and its late filing, Ms. Kaczynski's concerns have risen significantly because of what she views as an increasingly unhealthy relationship between senior management and the board of directors. In her experience, management's interactions with the board were characterized by a lack of cooperation and respect. Moreover, Ms. Kaczynski felt that management failed to keep the board informed of important issues facing the company or failed to do so in a timely fashion. In these circumstances, Ms. Kaczynski decided to resign her position as a member of the board.

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Please do not hesitate to contact me should you wish to discuss this matter.

Very truly yours,

/s/ Bruce A. Baird

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Bruce A. Baird