

**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 11, 2008**

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

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-29230**  
(Commission  
File Number)

**51-0350842**  
(IRS Employer  
Identification No.)

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

**10012**  
(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):

- 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))

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**Item 7.01. Regulation FD Disclosure**

On April 16, 2008, Strauss Zelnick, Executive Chairman of Take-Two Interactive Software, Inc. (the "Company") and Ben Feder, Chief Executive Officer of the Company, distributed an email to the employees of the Company regarding the annual meeting to be held on April 17, 2008.

A copy of the email sent to Company employees is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 8.01. Other Events**

*Maulano Complaint*

On April 11, 2008, Michael Maulano, an alleged stockholder of the Company, filed in the Supreme Court of the State of New York, County of New York, a purported class action complaint on behalf of himself and all others similarly situated, against the Company and the eight current members of its Board of Directors.

The plaintiff contends that the members of the Company's Board of Directors breached their fiduciary duties by, among other things, allegedly refusing to explore premium offers by Electronic Arts Inc. ("EA") to acquire all of the Company's shares, enacting a By-law amendment allegedly designed to entrench the current Board of Directors, approving an amendment to a management agreement with ZelnickMedia Corporation allegedly designed to entrench the Company's management, adopting the stockholders rights plan allegedly to thwart EA's tender offer, and issuing a proxy statement and response to EA's offer that allegedly contained misleading and incomplete information. The plaintiff's complaint seeks declaratory relief, preliminary and permanent injunctive relief, damages, and reasonable attorneys' fees and litigation expenses. The Company and its Board of Directors believe these claims lack merit, and intend vigorously to defend against them.

The complaint does not seek to enjoin or delay the annual meeting of stockholders to be held on Thursday, April 17, 2008.

*Annual Meeting*

On April 16, 2008, the Company issued a press release stating that it has not received any stockholder proposals ahead of the annual meeting to be held on April 17, 2008.

A copy of this press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

*Second Request*

On March 14, 2008, in connection with the unsolicited conditional tender offer commenced by a wholly-owned subsidiary of EA for all of the issued and outstanding shares of common stock of the Company, the Federal Trade Commission (the "FTC") contacted the Company and made an informal request for information. The Company voluntarily cooperated with the FTC's request. At the expiration of the FTC's initial review period, on April 16, 2008 the Company received a Request for Additional Information and Documentary Material (a "Second Request") from the FTC in connection with the FTC's review of EA's tender offer under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"). The effect of the Second Request is to extend

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the waiting period imposed by the HSR Act until 10 days after EA and the Company have substantially complied with such request, unless that period is extended voluntarily by EA or terminated sooner by the FTC. The Company intends to cooperate fully with the FTC in connection with the Second Request.

Further, on April 11, 2008, the German Federal Cartel Office made an inquiry in connection with its review of the competition issues related to the EA tender offer. The Company intends to fully cooperate with the German Federal Cartel Office in connection with its inquiry.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

- 99.1 Email from the Executive Chairman and Chief Executive Officer to Take-Two Interactive Software, Inc. Employees dated April 16, 2008
- 99.2 Press Release entitled "Take-Two Interactive Software, Inc. Does Not Receive Stockholder Proposals Ahead of Annual Meeting" issued April 16, 2008 by Take-Two Interactive Software, Inc.

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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 thereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

By: /s/ Daniel P. Emerson  
Daniel P. Emerson  
Vice President, Associate General Counsel and Secretary

Date: April 16, 2008

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**EXHIBIT INDEX**

<u>Exhibit</u>	
99.1	Email from the Executive Chairman and Chief Executive Officer to Take-Two Interactive Software, Inc. Employees dated April 16, 2008
99.2	Press Release entitled "Take-Two Interactive Software, Inc. Does Not Receive Stockholder Proposals Ahead of Annual Meeting" issued April 16, 2008 by Take-Two Interactive Software, Inc.

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Dear Team:

On Thursday, April 17, at 6:30 pm Eastern Time, we will hold our annual meeting for Take-Two stockholders. All employees may listen to the meeting via a live listen-only webcast on our website at: <http://ir.take2games.com>. If you are a Take-Two stockholder, you are welcome to attend the annual meeting in person.

During the annual meeting, stockholders will be asked to vote on various proposals by the Company, including the election of our Board of Directors. Stockholders also will have an opportunity to ask questions about our Company, business and strategy.

Our annual meeting is unrelated to EA's unsolicited conditional offer, and there will be no voting or decisions made at the annual meeting regarding EA's offer. However, we will be giving a brief presentation at the meeting on the reasons our Board rejected EA's offer.

As the meeting will mark our one-year anniversary at Take-Two, we want to take this opportunity to thank all of you once again for your help in transforming and revitalizing the Company. Thanks to your efforts, Take-Two is better positioned than ever to capitalize on the growth prospects of our industry. We're proud of your accomplishments and we look forward to sharing them with our stockholders at the annual meeting.

Sincerely,

Strauss and Ben

*This communication does not constitute an offer to sell or invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to Electronic Arts' tender offer or otherwise, nor does this communication constitute a solicitation of any vote or approval.*

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**CONTACT****FOR IMMEDIATE RELEASE**

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 taketwo@brunswickgroup.com

## **TAKE-TWO INTERACTIVE SOFTWARE, INC. DOES NOT RECEIVE STOCKHOLDER PROPOSALS AHEAD OF ANNUAL MEETING**

**New York, NY— April 16, 2008** — Take-Two Interactive Software, Inc. (NASDAQ:TTWO) today announced that stockholders of Take-Two did not submit any proposals for consideration at the Company's Annual Meeting of Stockholders, which will be held on Thursday, April 17, 2008 at 6:30 p.m. Eastern Time. The period of time for stockholders to be able to nominate persons for election to the Board of Directors or to propose any business to be considered at the upcoming Annual Meeting expired on April 15, 2008.

Take-Two's annual meeting will be held at the W Hotel Union Square in New York City. Stockholders of record as of February 19, 2008 who can show proof of ownership and valid identification will be admitted to the meeting. The Company will also provide a live listen-only webcast available via the internet by visiting <http://ir.take2games.com>.

### **About Take-Two Interactive Software**

Headquartered in New York City, Take-Two Interactive Software, Inc. is a global developer, marketer, distributor and publisher of interactive entertainment software games for the PC, PLAYSTATION®3 and PlayStation®2 computer entertainment systems, PSP® (PlayStation®Portable) system, Xbox 360® and Xbox® video game and entertainment systems from Microsoft, Wii™, Nintendo GameCube™, Nintendo DS™ and Game Boy® Advance. The Company publishes and develops products through its wholly owned labels Rockstar Games, 2K Games, 2K Sports and 2K Play, and distributes software, hardware and accessories in North America through its Jack of All Games subsidiary. Take-Two's common stock is publicly traded on NASDAQ under the symbol TTWO. For more corporate and product information please visit our website at [www.take2games.com](http://www.take2games.com).

All trademarks and copyrights contained herein are the property of their respective holders.

### **Important Legal Information**

This communication does not constitute a solicitation of any vote or approval at the Company's annual meeting of stockholders or otherwise. In connection with the tender offer commenced by Electronic Arts Inc., the Company has filed with the Securities Exchange Commission a Solicitation/Recommendation Statement on Schedule 14D-9. The Company's stockholders should read carefully the Solicitation/Recommendation Statement on Schedule 14D-9 (including any amendments or supplements thereto) prior to making any decisions with respect to Electronic Arts' tender offer because it contains important information. Free copies of the Solicitation/Recommendation Statement on Schedule 14D-9 and the related amendments or supplements thereto that the Company has filed with the SEC are

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available at the SEC's website at [www.sec.gov](http://www.sec.gov). This communication does not constitute an offer to sell or invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to Electronic Arts' tender offer or otherwise.

This press release may contain forward-looking statements made in reliance upon the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws. Such forward-looking statements are based on the beliefs of our management as well as assumptions made by and information currently available to them. The Company has no obligation to update such forward-looking statements. Actual results may vary significantly from these forward-looking statements based on a variety of factors. These risks and uncertainties include the matters relating to the Special Committee's investigation of the Company's stock option grants and the restatement of our consolidated financial statements. The investigation and conclusions of the Special Committee may result in claims and proceedings relating to such matters, including previously disclosed shareholder and derivative litigation and actions by the Securities and Exchange Commission and/or other governmental agencies and negative tax or other implications for the Company resulting from any accounting adjustments or other factors. Further risks and uncertainties associated with Electronic Arts' tender offer to acquire the Company's outstanding shares are as follows: the risk that key employees may pursue other employment opportunities due to concerns as to their employment security with the Company; the risk that the acquisition proposal will make it more difficult for the Company to execute its strategic plan and pursue other strategic opportunities; the risk that the future trading price of our common stock is likely to be volatile and could be subject to wide price fluctuations; and the risk that stockholder litigation in connection with Electronic Arts' tender offer, or otherwise, may result in significant costs of defense, indemnification and liability. Other important factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended October 31,

2007, in the section entitled "Risk Factors," as updated in the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2008, in the section entitled "Risk Factors." All forward-looking statements are qualified by these cautionary statements and are made only as of the date they are made.

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