

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

Schedule TO

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1)
OR 13(E)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

Take-Two Interactive Software, Inc.

(Name of Subject Company—(Issuer))

EA08 Acquisition Corp.

Electronic Arts Inc.

(Names of Filing Persons—(Offeror))

Common Stock, Par Value \$.01 Per Share

(Title of Class of Securities)

874054109

(CUSIP Number of Class of Securities)

Stephen G. Bené

Senior Vice President, General Counsel and Secretary

Electronic Arts Inc.

209 Redwood Shores Parkway

Redwood City, California 94065

Telephone: (650) 628-1500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Richard Capelouto, Esq.

Simpson Thacher & Bartlett LLP

2550 Hanover Street

Palo Alto, California 94304

Telephone: (650) 251-5000

CALCULATION OF FILING FEE

Transaction Valuation*

\$2,152,261,826

Amount of Filing Fee**

\$84,583.89

* Calculated solely for purposes of determining the filing fee. Calculated by multiplying \$26.00, the per share tender offer price, by 82,779,301, which represents (i) 76,865,236 outstanding shares of common stock as of March 6, 2008 (according to the Subject Company's Quarterly Report on Form 10-Q for the quarter ended January 31, 2008), minus (ii) 10 shares of common stock beneficially owned by the filing persons as of the date hereof, and plus (iii) 5,914,075 shares of common stock subject to outstanding options as of October 31, 2007 (3,905,000 shares according to the Subject Company's Annual Report on Form 10-K for the period ended October 31, 2007 plus 2,009,075 shares subject to options granted by the Subject Company to ZelnickMedia Corporation).

** Calculated as 0.00393% of the transaction value. The amount of filing fee was calculated in accordance with Section 14(g)(3) of and Rule 0-11(d) under the Securities Exchange Act of 1934, as amended.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$84,583.89

Filing Parties: EA08 Acquisition Corp.
Electronic Arts Inc.

Form or Registration No.: SC TO

Date Filed: March 13, 2008

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 3 to Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on March 13, 2008, as amended (the "*Schedule TO*"), by Electronic Arts Inc. ("*Parent*") and EA08 Acquisition Corp., a wholly-owned subsidiary of Parent ("*Purchaser*"), relating to the offer by Purchaser to purchase all of the issued and outstanding shares of common stock, par value \$.01 per share, and the associated preferred stock purchase rights (together, the "*Shares*"), of Take-Two Interactive Software, Inc. ("*Take-Two*" or the "*Company*") at a purchase price of \$26.00 net per share in cash (subject to applicable withholding taxes), without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 13, 2008 (the "*Offer to Purchase*") and in the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as specifically set forth herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO. All capitalized terms used in this Amendment No. 3 and not otherwise defined have the respective meanings ascribed to them in the Offer to Purchase.

As permitted by General Instruction F to Schedule TO, the information set forth in the Schedule TO, as amended by this Amendment No. 3, including all appendices, schedules, exhibits and annexes hereto and thereto, is hereby expressly incorporated by reference herein in response to Items 1 through 12 of the Schedule TO. You should read this Amendment No. 3 to Schedule TO together with the Schedule TO.

Item 11. Additional Information

On Wednesday, April 16, 2008, Parent received from the FTC a request for additional information under the HSR Act with respect to the purchase of shares pursuant to the Offer and the Merger. As a result of the request for additional information, the waiting period under the HSR Act will be extended until 11:59 P.M., New York City time, 10 days after Parent's substantial compliance with such request. Parent intends to comply with the FTC's information requests as promptly as practicable.

The full text of the press release issued by Parent on April 17, 2008 announcing receipt of the request for additional information is filed as Exhibit (a)(5)(J) hereto and is incorporated by reference herein.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and restated as follows:

- (a)(1)(A) Offer to Purchase dated March 13, 2008. *
- (a)(1)(B) Letter of Transmittal. *
- (a)(1)(C) Notice of Guaranteed Delivery. *
- (a)(1)(D) Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
- (a)(1)(E) Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Nominees. *
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute W-9. *
- (a)(1)(G) Summary Advertisement as published on March 13, 2008. *
- (a)(5)(A) Press Release issued by Electronic Arts Inc., dated March 13, 2008. *
- (a)(5)(B) Electronic Arts Press Release, dated February 24, 2008 posted at www.eatake2.com (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc.'s current report on Form 8-K filed on February 25, 2008).
- (a)(5)(C) Open Letter to the Public, dated February 24, 2008 posted at www.eatake2.com (incorporated by reference to Exhibit 99.2 of Electronic Arts Inc.'s current report on Form 8-K filed on February 25, 2008).

- (a)(5)(D) Electronic Arts Frequently Asked Questions, dated as of February 24, 2008 posted at www.eatake2.com (incorporated by reference to Exhibit 99.3 of Electronic Arts Inc.'s current report on Form 8-K filed on February 25, 2008).
- (a)(5)(E) Transcript of February 25, 2008 Electronic Arts Conference Call posted at www.eatake2.com (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc.'s current report on Form 8-K filed on February 25, 2008).
- (a)(5)(F) February 25, 2008 Conference Call Prepared Remarks posted at www.eatake2.com (incorporated by reference to Exhibit 99.2 of Electronic Arts Inc.'s current report on Form 8-K filed on February 25, 2008).
- (a)(5)(G) Transcript of Warren C. Jenson remarks at the March 3, 2008 Morgan Stanley Technology Conference (incorporated by reference to Exhibit 99.1 of Electronic Arts Inc.'s current report on Form 8-K filed on March 4, 2008).
- (a)(5)(H) Electronic Arts Inc. e-mail response to inquiries from the press regarding the response of Take-Two Interactive Software, Inc. to the tender offer set forth in Take-Two's Solicitation/Recommendation Statement on Schedule 14D-9 filed with the SEC on March 26, 2008. *
- (a)(5)(I) Press Release issued by Electronic Arts Inc., dated March 28, 2008. *
- (a)(5)(J) Press Release issued by Electronic Arts Inc., dated April 17, 2008.
- (c) Not applicable.
- (d) Not applicable.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 17, 2008.

ELECTRONIC ARTS INC.

By: /s/ Stephen G. Bené
Name: Stephen G. Bené
Title: Senior Vice President, General Counsel, and Secretary

EA08 ACQUISITION CORP.

By: /s/ Stephen G. Bené
Name: Stephen G. Bené
Title: Vice President and Secretary

EXHIBIT INDEX

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* Previously filed

EA Receives Second Request from FTC

REDWOOD CITY, Calif., April 17 2008 – Electronic Arts Inc. (“EA”) (NASDAQ: ERTS) today announced that it received a second request for information from the U.S. Federal Trade Commission (“FTC”) regarding its proposed acquisition of Take-Two Interactive Software, Inc. (“Take-Two”) (NASDAQ: TTWO).

While EA believes that its proposed transaction with Take-Two would not be anti-competitive, the FTC has not yet reached any conclusions regarding the proposed acquisition and has indicated that it needs further information and additional time to conduct its review.

Additional Information and Where to Find It

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities of Take-Two. The offer to purchase or solicitation of offers to sell is being made pursuant to a Tender Offer Statement on Schedule TO (including the Offer to Purchase, Letter of Transmittal and other related offer documents) filed by EA and EA08 Acquisition Corp. with the Securities and Exchange Commission, or SEC, on March 13, 2008. Before making any decision with respect to the offer, Take-Two stockholders are advised to read these documents, as they may be amended or supplemented from time to time, and any other documents relating to the tender offer that are filed with the SEC carefully and in their entirety because they contain important information, including the terms and conditions of the offer. These documents may be obtained at no charge by directing a request by mail to Georgeson, Inc., 199 Water Street, 26th Floor, New York, NY 10038, or by calling toll-free at (800) 213-0473, and may also be obtained at no charge at the website maintained by the SEC at <http://www.sec.gov>.

This release does not constitute a solicitation of proxies in connection with any matter to be considered at Take-Two’s 2008 annual meeting of stockholders. Neither EA nor its subsidiary making the tender offer is soliciting, or intends to solicit, proxies in respect of any matter to be considered at Take-Two’s 2008 annual meeting.

For additional information, please contact:

Jeff Brown
VP Communications
Electronic Arts
650-628-7922

Tricia Gugler
Director of Investor Relations
Electronic Arts
650-628-7327

David Drake
Georgeson
212-440-9861

About Electronic Arts

Electronic Arts Inc. (EA), headquartered in Redwood City, California, is the world’s leading interactive entertainment software company. Founded in 1982, the company develops, publishes, and distributes interactive software worldwide for video game systems, personal computers, cellular handsets and the Internet. Electronic Arts markets its products under four brand names: EA SPORTS^(TM), EA^(TM), EA SPORTS BIG^(TM) and POGO^(TM). In fiscal 2007, EA posted revenue of \$3.09 billion and had 24 titles that sold more than one million copies. EA’s homepage and online game site is www.ea.com. More information about EA’s products and full text of press releases can be found on the Internet at <http://info.ea.com>.

Forward Looking Statements

Some statements set forth in this communication, including those regarding EA's offer to acquire Take-Two and the expected impact of the acquisition on EA's strategic and operational plans and financial results, contain forward-looking statements that are subject to change. Statements including words such as "anticipate", "believe", "estimate" or "expect" and statements in the future tense are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual events or actual future results to differ materially from the expectations set forth in the forward-looking statements. Some of the factors which could cause results to differ materially from the expectations expressed in these forward-looking statements include the following: the possibility that EA's offer to acquire Take-Two will not be consummated; the possibility that, even if EA's offer is consummated, the transaction will not close or that the closing may be delayed; the effect of the announcement of the offer on EA's and Take-Two's strategic relationships, operating results and business generally, including the ability to retain key employees; EA's ability to successfully integrate Take-Two's operations and employees; general economic conditions; and other factors described in EA's SEC filings (including EA's Annual Report on Form 10-K for the year ended March 31, 2007 and Quarterly Report on Form 10-Q for the quarter ended December 31, 2007). If any of these risks or uncertainties materializes, the offer may not be consummated, the acquisition may not be consummated, the potential benefits of the acquisition may not be realized, EA's and/or Take-Two's operating results and financial performance could suffer, and actual results could differ materially from the expectations described in these forward-looking statements.

All information in this communication is as of the initial date on which this communication was released. EA undertakes no duty to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.