

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

51-0350842

(I.R.S. Employer Identification No.)

622 Broadway, New York, New York

(Address of principal executive offices)

10012

(Zip Code)

Take-Two Interactive Software, Inc. Incentive Stock Plan

(Full title of the plan)

Benjamin Feder, Chief Executive Officer
Take-Two Interactive Software, Inc.

622 Broadway
New York, New York 10012

(Name and address of agent for service)

(646) 536-2842

(Telephone number, including area code, of agent for service)

Copy to:
Arnold S. Jacobs, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)
Common Stock, par value \$.01 per share	2,000,000 shares	\$ 18.99	\$ 37,980,000	\$ 1,165.99

(1) Represents the additional number of shares of Take-Two Interactive Software, Inc. (the "Corporation" or the "Registrant") common stock, par value \$.01 per share ("Common Stock"), that may be granted under the Take-Two Interactive Software, Inc. Incentive Stock Plan (as Amended in March 2007) (the "Incentive Plan").

(2) Calculated solely for the purpose of determining the registration fee for this offering pursuant to Rule 457 under the Securities Act, based upon the average of the high and low sales prices of the Common Stock on May 16, 2007, as reported on the Nasdaq Stock Market.

(3) Pursuant to General Instruction E of Form S-8, a filing fee is only being paid with respect to registration of additional securities for the Incentive Plan.

Explanatory Note

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement:

This Registration Statement on Form S-8 is filed by the Registrant to register an additional 2,000,000 shares of Common Stock (the "Additional Shares") which may be awarded under the Incentive Plan pursuant to an amendment to the Incentive Plan authorized by the stockholders of the Registrant on March 29, 2007. The Additional Shares are in addition to the following shares (as adjusted for a 3-2 stock split in the form of stock dividend effected in April 2005) of the Common Stock which were previously registered pursuant to the following Registration Statements on Form S-8: (a) 1,086,479 shares (Commission File No. 333-121555) filed on December 22, 2004 and (b) 1,000,000 shares (Commission File No. 333-126049) filed on June 22, 2005 (the "Incentive Plan Prior Registration Statements") and increase the aggregate number of shares of Common Stock that may be subject to awards under the Incentive Plan from 2,500,000 to 4,500,000. Pursuant to Instruction E of Form S-8, the contents of the Incentive Plan Prior Registration Statements are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of each of the Incentive Plan Prior Registration Statements previously filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

(1) the Corporation's Annual Report on Form 10-K for the fiscal year ended October 31, 2006, filed with the Commission on February 28, 2007;

(2) the Corporation's Quarterly Reports on Form 10-Q for the fiscal quarters ended July 31, 2006 and January 31, 2007, filed with the Commission on March 1, 2007 and March 12, 2007, respectively;

(3) the Corporation's Current Reports on Form 8-K filed with the Commission on November 6, 2006, December 11, 2006, January 22, 2007, January 30, 2007, February 23, 2007, March 6, 2007, March 22, 2007, April 4, 2007, April 13, 2007, and April 19, 2007; and the Company's Current Report on Form 8-K/A filed with the Commission on April 25, 2007;

(4) the description of the Registrant's Common Stock contained in its Registration Statement on Form 8-A together with any amendment or report filed with the Commission for the purpose of updating this description; and

(5) all documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or replaces such statement. In no event will any information that the Corporation discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Corporation may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1*	Opinion of Proskauer Rose LLP
23.1*	Consent of Ernst & Young LLP
23.2*	Consent of PriceWaterhouse Coopers LLP
23.3	Consent of Proskauer Rose LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the Signature Page of this Registration Statement)
99.1	Take-Two Interactive Software, Inc. Incentive Stock Plan (as Amended in March 2007) (incorporated by reference to Appendix A to the Proxy Statement of the Registrant, filed with the Commission on February 28, 2007)

*Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 18th day of May, 2007.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Benjamin Feder

Benjamin Feder
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints Benjamin Feder and Lainie Goldstein, or each of them individually, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for and in such person's name, place and stead, in the capacities indicated below, to sign this Registration Statement on Form S-8 of Take-Two Interactive Software, Inc. and any and all amendments (including post-effective amendments) thereto, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/Benjamin Feder</u> Benjamin Feder	Chief Executive Officer and Director (Principal Executive Officer)	May 18, 2007
<u>/s/Lainie Goldstein</u> Lainie Goldstein	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	May 18, 2007
<u>/s/Strauss Zelnick</u> Strauss Zelnick	Chairman	May 18, 2007
<u>/s/Grover C. Brown</u> Grover C. Brown	Director	May 16, 2007
<u>/s/John F. Levy</u> John F. Levy	Director	May 15, 2007
<u>/s/Michael Dornemann</u> Michael Dornemann	Director	May 16, 2007
<u>/s/Jon J Moses</u> Jon J Moses	Director	May 16, 2007
<u>Michael James Sheresky</u>	Director	
<u>/s/Robert A. Bowman</u> Robert A. Bowman	Director	May 18, 2007

Exhibit Index

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*Filed herewith

May 18, 2007

Take-Two Interactive Software, Inc.
622 Broadway
New York, New York 10012

Ladies and Gentlemen:

We are acting as counsel to Take-Two Interactive Software, Inc., a Delaware corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-8 with exhibits thereto (the “Registration Statement”) by the Company under the Securities Act of 1933, as amended (the “Act”), and the rules and regulations thereunder, relating to the registration of up to 2,000,000 shares of common stock, par value \$0.01 per share, of the Company (the “Shares”) that may to be issued by the Company upon the grant, vesting or exercise of certain stock-based awards (the “Awards”) granted and to be granted pursuant to the Take-Two Interactive Software, Inc. Incentive Stock Plan, as amended (the “Plan”) pursuant to an amendment to the Plan approved by the stockholders of the Company on March 29, 2007.

In connection with the rendering of this opinion, we have examined originals or copies of such documents, corporate records and other instruments as we have deemed relevant, including, without limitation: (i) the certificate of incorporation of the Company, as amended to date; (ii) the by-laws of the Company, as amended to date; (iii) certain resolutions of the Board of Directors of the Company relating to the authorization and issuance of the Shares; (iv) certain resolutions of the stockholders of the Company relating to the adoption of the amendment to the Plan; and (v) the Registration Statement, together with the exhibits filed as a part thereof.

We have made such examination of law as we have deemed necessary or advisable to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies. We have also assumed that certificates representing the Shares will have been properly signed by authorized officers of the Company or their agents.

PROSKAUER ROSE LLP

Take-Two Interactive Software, Inc.
May 18, 2007
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Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, it is our opinion that, assuming no change in the applicable law or pertinent facts, the Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Awards and the Plan, including payment of the applicable exercise price therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware, as in effect on the date hereof, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdiction.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Plan, the holders of Awards or the Shares.

Very truly yours,

/s/ PROSKAUER ROSE LLP

PROSKAUER ROSE LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2007, with respect to the consolidated financial statements of Take-Two Interactive Software, Inc., Take-Two Interactive Software, Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Take-Two Interactive Software, Inc. included in its Annual Report (Form 10-K) for the year ended October 31, 2006, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

May 14, 2007

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Take Two Interactive Software, Inc. of our report dated January 31, 2006, except for the effects of the restatement discussed in Note 2 and the change in segments discussed in Note 15, for which the date is February 28, 2007 relating to the consolidated financial statements, which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2006.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
New York, New York
May 15, 2007
