

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 51-0350842
 (State or other jurisdiction (I.R.S. Employer Identification No.)
 of incorporation or organization)

622 Broadway, New York, New York 10012
 (Address of principal executive offices) (Zip Code)

2002 Stock Option Plan of Take-Two Interactive Software, Inc.

(Full title of the plan)

Richard W. Roedel, Chairman and 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:
 Robert J. Mittman, Esq.
 Ethan Seer, Esq.
 Blank Rome LLP
 405 Lexington Avenue
 New York, New York 10174

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	2,000,000 shares	\$31.44	\$62,880,000	\$7,966.90

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also registers an indeterminate number of shares of the Registrant's common stock which may become issuable pursuant to the anti-dilution provisions of the Registrant's 2002 Stock Option Plan, as amended (the "Plan").

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457 under the Securities Act, based upon: (i) as to 717,500 shares of the Registrant's common stock that may be issued upon the exercise of outstanding options granted under the Plan, upon the exercise prices of such options, and (ii) as to the remaining 1,282,500 shares of the Registrant's common stock reserved for issuance upon the exercise of options that may be granted under the Plan, upon the average of the high and low sales prices of the Registrant's common stock as reported by Nasdaq on September 9, 2004.

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

This Registration Statement on Form S-8 filed by the Registrant to register an additional 2,000,000 shares of its common stock which are issuable upon the exercise of options available for grant under the Plan, pursuant to an amendment to the Plan authorized by the stockholders of the Registrant on June 17, 2004. These 2,000,000 shares are in addition to the 3,000,000 shares of the Registrant's common stock which were previously registered pursuant to the Registrant's Registration Statement on Form S-8 (Commission File No. 333-99433) filed on September 11, 2002 and the 1,000,000 shares of the Registrant's common stock which were previously registered pursuant to the Registrant's Registration Statement on Form S-8 (Commission File No. 333-106171) (the "Prior Registration Statements"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference.

Item 8. Exhibits.

Exhibit No.	Description
5	Opinion of Blank Rome LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Blank Rome LLP (included in Exhibit 5)
24.1	Power of Attorney (included on the Signature Page of this Registration Statement)

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 14th day of September 2004.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Richard W. Roedel

Richard W. Roedel
Chief Executive Officer

Each person whose signature appears below authorizes each of Richard W. Roedel and Karl H. Winters, or either of them acting individually, as his true and lawful attorney-in-fact, each with full power of substitution, to sign the Registration Statement on Form S-8 of Take-Two Interactive Software, Inc., including any and all pre-effective and post-effective amendments, in the name and on behalf of each such person, individually and in each capacity stated below, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission.

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.

Signature -----	Title -----	Date ----
/s/ Richard W. Roedel ----- Richard W. Roedel	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 14, 2004
/s/ Karl H. Winters ----- Karl H. Winters	Chief Financial and Accounting Officer	September 14, 2004
/s/ Paul Eibeler ----- Paul Eibeler	Director	September 14, 2004
/s/ Robert Flug ----- Robert Flug	Director	September 14, 2004
/s/ Steven Tisch ----- Steven Tisch	Director	September 14, 2004
----- Oliver R. Grace, Jr.	Director	, 2004
/s/ Todd Emmel ----- Todd Emmel	Director	September 14, 2004
/s/ Mark Lewis ----- Mark Lewis	Director	September 14, 2004
/s/ Barbara A. Kaczynski ----- Barbara A. Kaczynski	Director	September 14, 2004

Exhibit Index

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[LETTERHEAD OF BLANK ROME LLP]

September 14, 2004

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

Gentlemen:

You have requested our opinion with respect to the offering by you, Take-Two Interactive Software, Inc., a Delaware corporation (the "Company"), pursuant to a Registration Statement on Form S-8 (the "Registration Statement") to be filed under the Securities Act of 1933, as amended (the "Act"), of up to 2,000,000 shares of the Company's common stock (the "Plan Shares") issuable upon exercise of options granted or to be granted under the Company's 2002 Stock Option Plan, as amended (the "Plan").

We have examined and relied upon originals, or copies certified or otherwise identified to our satisfaction, of such documents and corporate and public records as we deemed necessary as a basis for the opinion hereinafter expressed. With respect to such examination, we have assumed the genuineness of all signatures appearing on all documents presented to us as originals, and the conformity to the originals of all documents presented to us as conformed or reproduced copies. Where factual matters relevant to such opinion were not independently established, we have relied upon representations of executive officers of the Company.

Based upon the foregoing, it is our opinion that the Plan Shares, when sold, paid for and issued as contemplated by the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement, and to the use of our name as your counsel in connection with the Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not thereby concede that we come within the categories of persons whose consent is required by the Act or the General Rules and Regulations promulgated thereunder.

Very truly yours,

/s/ Blank Rome LLP

BLANK ROME LLP

Consent of Independent Accountants

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 12, 2004 relating to the financial statements and financial statement schedule, which appears in Take-Two Interactive Software, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2003.

/s/ PricewaterhouseCoopers LLP

New York, New York
September 14, 2004