

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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Take-Two Interactive Software, Inc.  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:  
\_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies:  
\_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):  
\_\_\_\_\_
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\_\_\_\_\_
  - (5) Total fee paid:  
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:  
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  - (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
  - (3) Filing Party:  
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  - (4) Date Filed:  
\_\_\_\_\_

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**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**Stockholder Meeting to be held on 04/23/09**

**Proxy Materials Available**

- Notice and Proxy Statement
- Annual Report
- Supplement to Proxy Statement

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before 04/09/09.

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

M13384-P72714

**See the Reverse Side for Meeting Information and Instructions on How to Vote**

## Meeting Information

Meeting Type: Annual  
Meeting Date: 04/23/09  
Meeting Time: 10:00 a.m., EDT  
For holders as of: 02/25/09

### Meeting Location:

W Hotel Union Square  
201 Park Avenue South  
New York, New York

## How To Vote



### Vote In Person

Should you choose to vote these shares in person at the meeting you must request a "legal proxy." To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials. Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.



### Vote By Internet

To vote **now** by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 PM, Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

THE BOARD OF DIRECTORS RECOMMENDS  
A VOTE **"FOR"** PROPOSALS 1, 2, 3 AND 4,  
AND **"AGAINST"** PROPOSAL 5.

1. ELECTION OF DIRECTORS

**Nominees:**

01) Ben Feder	05) Michael Domemann
02) Strauss Zelnick	06) John F. Levy
03) Robert A. Bowman	07) J. Moses
04) Grover C. Brown	08) Michael Sheresky

2. Approval of the adoption of the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan.
3. Approval of an amendment to the Restated Certificate of Incorporation of the Company to increase the number of authorized shares of common stock from 100 million to 150 million.
4. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2009.

The Board of Directors Recommends a Vote **"AGAINST"** Proposal 5

5. A stockholder proposal, if properly presented at the Annual Meeting.
6. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.



Voting Instructions

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