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TAKE TWO INTERACTIVE SOFTWARE INC

Form S-8

September 14, 2004

As filed with the Securities and Exchange Commission on September 14, 2004.  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
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(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)

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 Offeri Price (2)
-----	-----	-----	-----
Common Stock, par value	2,000,000 shares	\$31.44	\$62,880,000

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\$.01 per share

(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)

II-1

### 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

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

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Exhibit Index

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