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TAKE TWO INTERACTIVE SOFTWARE INC
Form S-8
August 10, 2001

As filed with the Securities and Exchange Commission on August 10, 2001.
(File No. 333-_____)

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 of incorporation or organization) | (I.R.S. Employer Identification No.) |

575 Broadway, New York, New York 10012

(Address of principal executive offices including zip code)

1997 Employee Stock Option Plan

(Full title of the plan)

Kelly Sumner, Chief Executive Officer
Take-Two Interactive Software, Inc., 575 Broadway New York, NY 10012

(Name and address of agent for service)

(212) 334-6633

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

Copy to:

Robert H. Cohen, Esq.
Morrison Cohen Singer & Weinstein LLP
750 Lexington Avenue, 8th Floor
New York, NY 10022

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CALCULATION OF REGISTRATION FEE

| Titles of Securities to be Registered ----- | Amount to be Registered ----- | Proposed Maximum Offering Price Per Share ----- | Proposed Maximum Aggregate Offering Price (1) ----- |
|---|-------------------------------------|--|--|
| Common Stock, par value \$.01 per share | 1,500,000 shares | \$18.45 | \$27,675,000 |

(1) Estimated solely for the purpose of calculating the registration fee based on the closing price of the common stock as reported by Nasdaq on August 7, 2001.

Pursuant to Rule 416, there are also being registered additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the 1997 Employee Stock Option Plan (the "Plan").

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 1,500,000 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 on June 21, 2001. These 1,500,000 shares are in addition to the 5,000,000 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. 333-57798) filed on March 28, 2001 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

Item 8. Exhibits.

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 5 | Opinion of Morrison Cohen Singer & Weinstein LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Morrison Cohen Singer & Weinstein LLP (contained in Exhibit 5) |

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24.1

Powers of Attorney (included on signature page)

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 8th day of August 2001.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Kelly Sumner

Kelly Sumner
Chief Executive Officer

Each person whose signature appears below authorizes Kelly Sumner as his true and lawful attorney-in-fact with full power of substitution to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file any and all amendments to this Registration Statement, including any and all post-effective amendments thereto.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following person in the capacities and on the dates stated.

| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ Ryan A. Brant ----- Ryan A. Brant | Chairman | Aug |
| /s/ Kelly Sumner ----- Kelly Sumner | Chief Executive Officer (Principal Executive Officer) and Director | Aug |
| /s/ James H. David, Jr. ----- James H. David, Jr. | Chief Financial Officer (Principal Financial and Accounting Officer) | Aug |
| /s/ Paul Eibeler ----- Paul Eibeler | President and Director | Aug |
| /s/ Mark Lewis ----- Mark Lewis | Director | Aug |
| ----- Oliver R. Grace, Jr. | Director | Aug |

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/s/ Robert Flug

Director

Aug

Robert Flug

/s/ Don Leeds

Director

Aug

Don Leeds

Exhibit Index

| Exhibit No. ----- | Description ----- | Page ----- |
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