

TAKE TWO INTERACTIVE SOFTWARE INC  
Form SC 14D9/A  
May 06, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14D-9

### SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 9)

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

(Name of Subject Company)

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

(Name of Person Filing Statement)

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**874054109**

(CUSIP Number of Class of Securities)

**Ben Feder  
Chief Executive Officer  
Take-Two Interactive Software, Inc.  
622 Broadway  
New York, NY 10012  
(646) 536-2842**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

Copies to:

**Seth D. Krauss, Esq.**  
**Executive Vice President and**  
**General Counsel**  
**Take-Two Interactive Software, Inc.**  
**622 Broadway**  
**New York, NY 10012**  
**(646) 536-2842**

**Ori Solomon, Esq.**  
**Proskauer Rose, LLP**  
**1585 Broadway**  
**New York, NY 10036-8299**  
**(212) 969-3000**

- Check the box if the filing relates to preliminary communications made before the commencement date of a tender offer.
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This Amendment No. 9 to Schedule 14D-9 amends and supplements the Schedule 14D-9, originally filed by Take-Two Interactive Software, Inc., a Delaware corporation (the Company), with the Securities and Exchange Commission (the SEC) on March 26, 2008, as amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7 and 8 thereto (the Schedule 14D-9), relating to the tender offer commenced by EA08 Acquisition Corp. (Purchaser), a Delaware corporation and wholly owned subsidiary of Electronic Arts Inc., a Delaware corporation (EA), to acquire all of the issued and outstanding shares of Common Stock, par value \$0.01 per share, of the Company (the Shares) at a purchase price of \$26.00 net per Share in cash without interest, upon the terms and conditions set forth in the Offer to Purchase dated March 13, 2008 and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the Offer) contained in the Schedule TO filed by Purchaser with the SEC on March 13, 2008. On April 18, 2008, Purchaser adjusted the purchase price to \$25.74 per Share and the Offer was extended to 11:59 p.m., New York City time, on Friday, May 16, 2008. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

#### **ITEM 8. ADDITIONAL INFORMATION**

Item 8(c) is hereby amended by adding thereto the following information to the end of the Maulano litigation disclosure in Amendment No. 6 to Schedule 14D-9 filed with the SEC on April 17, 2008.

On May 5, 2008, the Company and Michael Maulano entered into a stipulation staying the action filed by Mr. Maulano in the Supreme Court of the State of New York, County of New York, in favor of the action captioned *Solomon v. Take-Two Interactive Software, Inc., C.A. No. 3604-VCL* pending in the Delaware Court of Chancery. The stipulation does not preclude the plaintiff from moving to lift the stay upon 30 days notice.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By

/s/ Daniel P. Emerson  
Daniel P. Emerson  
Vice President, Associate General Counsel and Secretary

Dated: May 6, 2008

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