

TAKE TWO INTERACTIVE SOFTWARE INC

Form 8-K/A

September 05, 2008

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

FORM 8-K/A

(Amendment No. 1)

**CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 4, 2008**

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-29230
(Commission
File Number)

51-0350842
(IRS Employer
Identification No.)

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

10012
(Zip Code)

Registrant's telephone number, including area code **(646) 536-2842**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Explanatory Note

This Amendment is being filed by Take-Two Interactive Software, Inc. (the Company) to amend the Current Report on Form 8-K originally filed with the Securities and Exchange Commission on September 4, 2008 (the Initial Filing). The financial tables from the Company's earnings press release issued on September 4, 2008 were inadvertently omitted from Exhibit 99.1 of the Initial Filing. The missing financial tables are now included in Exhibit 99.1 attached hereto, which contains the entire earnings press release of the Company for the quarter ended July 31, 2008, as issued by the Company at 4:00 p.m. Eastern time on September 4, 2008.

In addition, a new Item 8.01 has been added to this Report as set forth herein below.

Item 2.02 Results of Operations and Financial Condition

On September 4, 2008, Take-Two Interactive Software, Inc. (the Company) issued a press release announcing the financial results of the Company for its fiscal third quarter ended July 31, 2008. A copy of the press release is attached to this Current Report as Exhibit 99.1 and is incorporated by reference herein.

The information included in this Current Report on Form 8-K, including Exhibit 99.1 hereto, that is furnished pursuant to this Item 2.02 shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. In addition, the information included in this Current Report on Form 8-K, including Exhibit 99.1 hereto, that is furnished pursuant to this Item 2.02 shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

Item 8.01 Other Events

During the Company's fiscal third quarter earnings conference call held on September 4, 2008, the Company mistakenly stated that the Company's *Grand Theft Auto* franchise constituted approximately 60% of total publishing revenue during the third quarter of the Company's fiscal 2008 year, when in fact the Company's *Grand Theft Auto* franchise constituted approximately 60% of total revenue during such quarter. The Company's *Grand Theft Auto* franchise constituted approximately 69% of total publishing revenue during the Company's fiscal third quarter.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release dated September 4, 2008 relating to Take-Two Interactive Software, Inc. s financial results for its fiscal third quarter ended July 31, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Registrant)

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

Date: September 5, 2008

EXHIBIT INDEX

Exhibit

99.1 Press Release dated September 4, 2008 relating to Take-Two Interactive Software, Inc. s financial results for its fiscal third quarter ended July 31, 2008.