

TAKE TWO INTERACTIVE SOFTWARE INC  
Form DEFA14A  
March 27, 2008

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

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

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

(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):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- 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:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



On March 26, 2008, Take-Two Interactive Software, Inc., a Delaware corporation (the *Company*) sent an email to its employees regarding the recommendation of the Board of Directors that stockholders of the Company reject the tender offer (the *Tender Offer*) commenced by EA08 Acquisition Corp. ( *Purchaser* ), a Delaware corporation and wholly owned subsidiary of Electronic Arts Inc., a Delaware corporation, 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 and the Board of Directors' adoption of a stockholders rights plan.

On March 26, 2008, the Company participated in the Bank of America 2008 Smid Cap Conference and made a presentation to investors relating to the Board of Directors' recommendation that stockholders of the Company reject the Tender Offer.

The email and a transcript of the presentation have been filed by the Company as exhibits to Amendment No. 2 to the Schedule 14D-9, as amended by Amendment No. 1 thereto, previously filed by the Company, with the Securities and Exchange Commission on March 26, 2008. The email and the transcript are incorporated herein by reference.

---