

TAKE TWO INTERACTIVE SOFTWARE INC  
Form DFAN14A  
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:



Following the disclosure of the actions taken by Take-Two Interactive Software, Inc. ( the Company), the plaintiff in the Solomon v. Take-Two Interactive Software, Inc., et al. purported class action lawsuit agreed to withdraw their motion to enjoin the Company s 2008 annual meeting of stockholders, now scheduled for April 17, 2008. These actions included filing a proxy supplement containing certain additional disclosures and providing a new extended period of time for stockholders to nominate persons for election to the Board and propose business to be considered at the 2008 annual meeting. The plaintiffs have reserved the right to pursue all other claims and potential claims, including the ability to challenge the results of the voting at the 2008 annual meeting. The Company has agreed to engage in further discovery in connection with the action.