

**UNITED STATES
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
(State or other jurisdiction of
incorporation or organization)

51-0350842
(I.R.S. Employer
Identification No.)

Take-Two Interactive Software, Inc.
110 West 44th Street
New York, New York 10036
(646) 536-2842
(Address of Principal Executive Offices)

**AMENDED AND RESTATED
TAKE-TWO INTERACTIVE SOFTWARE, INC. 2017 STOCK INCENTIVE PLAN**
(Full title of the plan)

Daniel Emerson, Esq.
Executive Vice President and Chief Legal Officer
Take-Two Interactive Software, Inc.
110 West 44th Street
New York, New York 10036
(646) 536-3001
(Name, address and telephone number, including area code, of agent for service)

Copy to:

Adam M. Turteltaub, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee

Common Stock, par value \$0.01 per share, reserved for issuance pursuant to the Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan	2,000,000	\$154.06	\$308,110,000	\$33,614.80
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- (1) Represents the maximum number of shares of common stock, par value \$0.01 per share (“Common Stock”), of Take-Two Interactive Software, Inc. (the “Company” or “Registrant”) that were added to the number reserved for issuance under the Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan (the “Plan”) on September 16, 2020 (subject to equitable adjustment in the event of a change in the Company’s capitalization). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers an indeterminable number of additional shares of Common Stock as may hereafter be offered or issued under the Plan to prevent dilution resulting from stock splits, stock dividends, or similar transactions effected without the receipt of consideration.
- (2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) of the Securities Act, based on the average of the high and low sales prices of the Common Stock as reported on The NASDAQ Global Select Market on November 2, 2020.

EXPLANATORY NOTE

This registration statement on Form S-8 (this “Registration Statement”) is filed by Take-Two Interactive Software, Inc. (the “Company” or “Registrant”) to register an additional 2,000,000 shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), which may be issued under the Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan (the “Plan”), which Plan was adopted on July 21, 2020 and approved by the Registrant’s stockholders on September 16, 2020.

Pursuant to the Registration Statement on Form S-8 (Registration No. 333-220895) filed by the Registrant on October 10, 2017 (the “First Prior Registration Statement”), the Registrant previously registered an aggregate of 5,200,000 shares of Common Stock under the Plan and pursuant to the Registration Statement on Form S-8 (Registration No. 333-248629) filed by the Registrant September 4, 2020 (together with the First Prior Registration Statement, the “Prior Registration Statements”), the Registrant previously registered an aggregate of 50,743 shares of Common Stock under the Plan (in both cases, as adjusted to reflect all stock splits and stock dividends to date). The additional shares of Common Stock being registered by this Registration Statement are of the same class as those securities registered on the Prior Registration Statements. The contents of the Prior Registration Statements, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement have been or will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”), in accordance with the rules and regulations of the United States Securities and Exchange Commission (the “Commission”). Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents, filed with the Commission by the Company, are incorporated by reference into this Registration Statement:

- (a) the Company’s Annual Report on [Form 10-K](#) for the fiscal year ended March 31, 2020, filed on May 22, 2020, pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (b) the Company’s Quarterly Reports on Form 10-Q for the quarter ended June 30, 2020, filed on [August 4, 2020](#) and for the quarter ended September 30, 2020, filed on [November 6, 2020](#), pursuant to the Exchange Act;
- (c) the Company’s Current Reports on Form 8-K, filed on [July 16, 2020](#), [August 18, 2020](#), [September 8, 2020](#), [September 18, 2020](#), and [October 6, 2020](#), pursuant to the Exchange Act; and
- (d) the description of the Company’s Common Stock, which is contained in the Company’s Registration Statement on [Form 8-A](#), filed on March 26, 2008, as updated by [Exhibit 4.1](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2020, including any subsequent amendment or any report filed with the Commission for the purpose of updating such description.

In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents with the Commission; provided, however, that documents or portions thereof which are “furnished” and not “filed” in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement unless the Registrant expressly provides to the contrary that such document is incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement except as so modified or superseded.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the Index to Exhibits and are incorporated herein by reference.

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Annex</u>	<u>Filing Date</u>	
5.1	Opinion of Willkie Farr & Gallagher LLP				X
23.1	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto)				X
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm				X
24.1	Power of Attorney (included on the signature page of this Registration Statement)				X
99.1	Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan	DEF 14A	B	July 24, 2020	
99.2	Amendment No. 1 to the Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan	S-8		September 4, 2020	

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 5th day of November, 2020.

Take-Two Interactive Software, Inc.

/s/ Karl Slatoff

Karl Slatoff
President

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Take-Two Interactive Software, Inc., hereby severally constitute and appoint Karl Slatoff, Daniel Emerson, and Matthew Breitman or any of them individually, our true and lawful attorneys-in-fact with full power of substitution, to sign for us and in our names in the capacities indicated below the Registration Statement and any and all pre-effective and post-effective amendments to the Registration Statement and generally to do all such things in our name and behalf in our capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act, and all requirements of the Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys-in-fact to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Strauss Zelnick</u> Strauss Zelnick	Chairman and Chief Executive Officer (Principal Executive Officer)	November 5, 2020
<u>/s/ Lainie Goldstein</u> Lainie Goldstein	Chief Financial Officer (Principal Financial and Accounting Officer)	November 5, 2020
<u>/s/ Michael Dornemann</u> Michael Dornemann	Lead Independent Director	November 5, 2020
<u>/s/ Roland Hernandez</u> Roland Hernandez	Director	November 5, 2020
<u>/s/ J Moses</u> J Moses	Director	November 5, 2020
<u>/s/ Michael Sheresky</u> Michael Sheresky	Director	November 5, 2020
<u>/s/ LaVerne Srinivasan</u> LaVerne Srinivasan	Director	November 5, 2020
<u>/s/ Susan Tolson</u> Susan Tolson	Director	November 5, 2020
<u>/s/ Paul Viera</u> Paul Viera	Director	November 5, 2020

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue
New York, NY 10019-6099

November 5, 2020

Take-Two Interactive Software, Inc.
110 West 44th Street
New York, New York 10036

Re: Take-Two Interactive Software, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Take-Two Interactive Software, Inc., a Delaware corporation (the “Company”), with respect to the Company’s Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the “Act”), by the Company of an additional 2,000,000 shares of Common Stock, par value \$0.01 per share (the “Common Stock”), which may be issued under the Company’s Amended and Restated 2017 Stock Incentive Plan (the “Plan”).

We have examined, among other things, originals and/or copies (certified or otherwise identified to our satisfaction) of such documents, papers, statutes, and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company.

Based on the foregoing, we are of the opinion that, when the Registration Statement becomes effective under the Act, the Common Stock to be issued by the Company under the Plan, when duly issued and delivered pursuant to the terms of the Plan, will be legally issued, fully paid, and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction or any other laws of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan of our reports dated May 22, 2020, with respect to the consolidated financial statements of Take-Two Interactive Software, Inc. and the effectiveness of internal control over financial reporting of Take-Two Interactive Software, Inc. included in its Annual Report (Form 10-K) for the year ended March 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York

November 5, 2020