

OMB APPROVAL

FORM 3

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U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a)
of the Public Utility Holding Company Act of 1935 or Section 30(f)
of the Investment Company Act of 1940

1. Name and Address of Reporting Person: BMG Music
2. Date of Event Requiring Statement: 3/11/98
4. Issuer Name and Ticker or Trading Symbol: Take-Two Interactive Software, Inc. -- "TTWO" (NASDAQ)
5. Relationship of Reporting Person to Issuer: 10% Owner
7. Individual or Joint/Group Filing: Form filed by One Reporting Person

See attachment.

TABLE 1 -- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

Table with 4 columns: 1. Title of Security (Instr. 4), 2. Amount of Securities Beneficially Owned (Instr. 4), 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5), 4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over) SEC 1473 (8/92)

FORM 3 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

Table with 6 columns: 1. Title of Derivative Security (Instr. 4), 2. Date Exercisable and Expiration Date (Month/Day/Year), 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4), 4. Conversion or Exercise Price of Derivative Security, 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5), 6. Nature of Indirect Beneficial Ownership (Instr. 5)

(subject to anti-dilution adjustment).

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

See attachment.

**Signature of Reporting Person Date

Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, See Instruction 6 for procedure.

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Attachment to Form 3

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Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

Date of Event
Requiring Statement: March 11, 1998

Issuer: Take-Two Interactive Software, Inc.
"TTWO" (NASDAQ)

Additional Reporting Persons

The initial statement of beneficial ownership of securities to which this is attached is filed on behalf of: BMG Music, a general partnership organized under the laws of the State of New York; BMG Music's controlling general partner, Bertelsmann Music Group, Inc., a corporation organized under the laws of the State of Delaware; Bertelsmann Music Group, Inc.'s sole stockholder, Bertelsmann, Inc., a corporation organized under the laws of the State of Delaware; Bertelsmann, Inc.'s sole stockholder, Bertelsmann AG, a corporation organized under the laws of the Federal Republic of Germany; Bertelsmann AG's controlling shareholder, Johannes Mohn GmbH, a limited liability company organized under the laws of the Federal Republic of Germany; and Johannes Mohn GmbH's controlling shareholder, Reinhard Mohn, an individual citizen of the Federal Republic of Germany. (Mr. Mohn, Johannes Mohn GmbH, Bertelsmann AG, Bertelsmann, Inc., Bertelsmann Music Group, Inc., and BMG Music are collectively referred to herein as "Reporting Persons").

The principal business offices of BMG Music, Bertelsmann Music Group, Inc., and Bertelsmann, Inc. are located at 1540 Broadway, New York, New York 10036-4098. The principal business offices of Bertelsmann AG, Johannes Mohn GmbH, and Reinhard Mohn, are located at Carl Bertelsmann Strasse 270, 33311 Gutersloh, Federal Republic of Germany.

Table II, Item 5

BMG Music (through its division BMG Entertainment) is the record holder of, and each other Reporting Person may be deemed to be the beneficial owner of, 1,850,000 shares of series A preferred stock (the "Preferred Stock") of Take-Two Interactive Software, Inc. ("Issuer") convertible into 1,850,000 shares of common stock, par value \$.01 per share, of Issuer (the "Common Stock"). As a result of its ownership of 1,850,000 shares of Preferred Stock, BMG Music and

each other Reporting Person may be deemed to be the beneficial owner of 1,850,000 shares of Common Stock. The 1,850,000 shares of Common Stock which BMG Music and each other Reporting Person may be deemed to beneficially own represent approximately 15.8 percent of the total number of shares of Common Stock outstanding (after giving effect to the conversion of

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Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

Date of Event
Requiring Statement: March 11, 1998

Issuer: Take-Two Interactive Software, Inc.
"TTWO" (NASDAQ)

the 1,850,000 shares of Preferred Stock held by BMG Music, and based upon information contained in Issuer's quarterly report on Form 10-QSB for the quarterly period ended January 31, 1998).

Table II, Item 6

See above under "Additional Reporting Persons".

Signatures

Dated March 23, 1998: \s\ REINHARD MOHN

REINHARD MOHN

JOHANNES MOHN GMBH

Dated March 23, 1998: By: \s\ REINHARD MOHN

Reinhard Mohn
Chairman

BERTELSMANN AG

Dated March 23, 1998: By: \s\ MARK WOESSNER

Mark Woessner
Chairman and Chief Executive Officer

BERTELSMANN, INC.

Dated March 23, 1998: By: /s/ JACQUELINE CHASEY

Jacqueline Chasey
Vice President and
Assistant Secretary

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Reporting Person: BMG Music
1540 Broadway
New York, New York 10036-4098

Date of Event
Requiring Statement: March 11, 1998

Issuer: Take-Two Interactive Software, Inc.
"TTWO" (NASDAQ)

BERTELSMANN MUSIC GROUP, INC.

Dated March 23, 1998:

By: \s\ THOMAS W. MCINTYRE

Thomas W. McIntyre
Senior Vice President and Treasurer

BMG MUSIC

By: BERTELSMANN MUSIC
GROUP, INC., as general partner

Dated March 23, 1998:

By: \s\ THOMAS W. MCINTYRE

Thomas W. McIntyre
Senior Vice President and Treasurer