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

FORM 8-K

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

Date of Report (Date of earliest event reported): July 12, 2013

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.)

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):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On June 12, 2013, Take-Two Interactive Software, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, Barclays Capital Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters listed in Schedule 1 thereto (collectively, the “Underwriters”), in connection with the offer and sale of \$250,000,000 principal amount of the Company’s 1.00% Convertible Senior Notes due 2018 (the “Notes”). The Company also granted the Underwriters a 30-day option to purchase up to an additional \$37,500,000 principal amount of the Company’s Notes to cover overallocments, if any. On July 17, 2013, the Company issued a press release announcing that it had closed its public offering of \$37,500,000 principal amount of the Company’s Notes as a result of the underwriters exercising their overallocment option in full on July 12, 2013. A copy of this press release is furnished as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

5.1 Opinion of Willkie Farr & Gallagher LLP.

99.1 Press Release issued on July 17, 2013.

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/ Lainie Goldstein
Lainie Goldstein
Chief Financial Officer

Date: July 17, 2013

EXHIBIT INDEX

<u>Exhibits</u>	<u>Description</u>
5.1	Opinion of Willkie Farr & Gallagher LLP.
99.1	Press Release issued on July 17, 2013.

July 17, 2013

Take-Two Interactive Software, Inc.
622 Broadway
New York, New York 10012

Re: Take-Two Interactive Software, Inc. – Overallotment Exercise

Ladies and Gentlemen:

We have acted as counsel to Take-Two Interactive Software, Inc., a Delaware corporation (the “Company”), in connection with the filing by the Company with the Securities and Exchange Commission (the “Commission”) on June 12, 2013 of a registration statement on Form S-3 (the “Registration Statement”), under the Securities Act of 1933, as amended (the “Act”), that is automatically effective under the Act pursuant to Rule 462 promulgated thereunder. The Registration Statement relates to, among other things, the proposed issuance and sale, from time to time, by the Company of debt securities (the “Debt Securities”) and shares of the Company’s Common Stock, \$0.01 par value per share (the “Common Stock” and together with the Debt Securities, the “Securities”), each with an indeterminate amount as may at various times be issued at indeterminate prices, in reliance on Rule 456(b) and Rule 457(r) under the Act. The Debt Securities and Common Stock are to be sold from time to time as set forth in the Registration Statement, the prospectus contained therein (the “Prospectus”) and the supplements to the Prospectus.

Pursuant to the Registration Statement, the Company has issued \$37,500,000 principal amount of the Company’s 1.00% Convertible Senior Notes due 2018 (the “Option Securities”), all of which were sold pursuant to the Underwriting Agreement, dated as of June 12, 2013 (the “Underwriting Agreement”), by and between the Company and, J.P. Morgan Securities LLC, Barclays Capital Inc. and Wells Fargo Securities, LLC as representatives of the several underwriters listed on Schedule 1 thereto (the “Underwriters”), to the Underwriters.

The Option Securities have been issued in the form set forth in the Indenture, dated as of June 18, 2013 (the “Base Indenture”), by and between the Company and The Bank of New York Mellon, as trustee (the “Trustee”) and the Supplemental Indenture, dated as of June 18, 2013 (collectively with the Base Indenture, the “Indenture”), by and between the Company and the Trustee. The Option Securities are also convertible initially into up to 2,439,818 shares of Common Stock (such number of shares of Common Stock issuable upon conversion of the Option Securities referred to herein as, the “Conversion Shares”).

We have examined the Underwriting Agreement, the Registration Statement, together with the exhibits thereto and the documents incorporated by reference therein; the base prospectus, dated June 12, 2013, together with the documents incorporated by reference therein, filed with the Registration Statement relating to the offering of the Option Securities (the “Base Prospectus”); the preliminary prospectus supplement, dated June 12, 2013, in the form filed with the Commission pursuant to Rule 424(b) of the Securities Act relating to the offering of the Option Securities (collectively with the Base Prospectus, the “Preliminary Prospectus Supplement”); the final prospectus supplement, dated June 12, 2013, in the form filed with the Commission pursuant to Rule 424(b) of the Securities Act relating to the offering of the Option Securities (collectively with the Base Prospectus, the “Final Prospectus Supplement”); the Indenture and the Option Securities. In addition, we have examined such other instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed.

In our examination and in rendering our opinions contained herein, we have assumed (i) the genuineness of all signatures of all parties; (ii) the authenticity of all corporate records, agreements, documents, instruments and certificates of the Company submitted to us as originals, the conformity to original documents and agreements of all documents and agreements submitted to us as conformed, certified or photostatic copies; (iii) the due authorization, execution and delivery of all documents and agreements (including the Indenture) by all parties thereto (other than the Company) and the binding effect of such documents and agreements on all such parties (other than the Company); (iv) the Underwriting Agreement has been duly authorized and validly executed and delivered by the parties thereto (other than the Company); (v) the legal rights and power of all such parties (other than the Company) under all applicable laws and regulations to enter into, execute and deliver such agreements and documents; and (vi) the capacity of natural persons. As to all questions of fact material to such opinions, we have relied without independent check or verification upon certificates of the Company, and their respective officers, employees, agents and representatives; and certificates of public officials.

- A. Based on the foregoing and subject to the qualifications and limitations expressed below, we are of the opinion that:
1. The execution and delivery of the Indenture has been duly authorized by the Company, and the Indenture constitutes a legal, valid and binding obligation of the Company enforceable against the Company in accordance with the terms thereof.
 2. The Option Securities have been validly issued and constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, and entitled to the benefits of the Indenture.
 3. When the applicable conversion right has been duly exercised in accordance with the terms of the Option Securities and the Indenture and the Conversion Shares have been issued and delivered upon such exercise in accordance with the terms of the Option Securities and the Indenture, the Conversion Shares will be validly issued, fully paid and nonassessable.

B. The foregoing opinions are subject to the following qualifications:

The opinions set forth in paragraphs A.1 through and including A.3 above are qualified in that the legality or enforceability of the documents referred to therein may be (a) subject to applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally, (b) limited insofar as the remedies of specific performance and injunctive and other forms of equitable relief may be subject to equitable defenses and the discretion of the court before which any enforcement thereof may be brought and (c) subject to general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity) including principles of commercial reasonableness or conscionability and an implied covenant of good faith and fair dealing.

This opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. The opinions expressed herein are given as of the date hereof, and we assume no obligation to update or supplement such opinions after the date hereof. We do not express an opinion as to matters arising under the laws of any jurisdiction, other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the federal laws of the United States.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement referred to above and to the reference to our firm under the heading "Legal Matters" in the Base Prospectus and Prospectus Supplements included in the Registration Statement. We do not admit by giving this consent that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP

**CONTACT:**

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**Take-Two Interactive Software, Inc. Announces
 Underwriters' Exercise of Over-Allotment Option
 to Purchase \$37.5 Million of Company's Notes**

New York, NY – July 17, 2013—Take-Two Interactive Software, Inc. (NASDAQ: TTWO) (the “Company”) announced today that the underwriters for the recently completed public offering of the Company’s 1.00% Convertible Senior Notes due 2018 (the “Notes”) exercised in full their option to purchase an additional \$37.5 million principal amount of the Company’s Notes on July 12, 2013. The sale of these additional Notes closed today, which increases the total principal amount of the Notes sold by the Company in this offering to \$287.5 million.

J.P. Morgan Securities LLC, Barclays Capital Inc. and Wells Fargo Securities, LLC were the underwriters for the offering.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any jurisdiction in which such an offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About Take-Two Interactive Software

Headquartered in New York City, Take-Two Interactive Software, Inc. is a leading developer, marketer and publisher of interactive entertainment for consumers around the globe. The Company develops and publishes products through its two wholly-owned labels Rockstar Games and 2K. Our products are designed for console systems, handheld gaming systems and personal computers, including smartphones and tablets, and are delivered through physical retail, digital download, online platforms and cloud streaming services. The Company’s common stock is publicly traded on NASDAQ under the symbol TTWO. For more corporate and product information please visit our website at <http://www.take2games.com>.

All trademarks and copyrights contained herein are the property of their respective holders.

Cautionary Note Regarding Forward-Looking Statements

The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws and may be identified by words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “will,” or words of similar meaning and include, but are not limited to, statements regarding the outlook for the Company’s future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including: our dependence on key management and product development personnel, our dependence on our Grand Theft Auto products and our ability to develop other hit titles for current and next-generation platforms, the timely release and significant market acceptance of our games, the ability to maintain acceptable pricing levels on our games, our ability to raise capital if needed and risks associated with international operations. Other important factors and information are contained in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2013, in the section entitled “Risk Factors,” the Company’s Registration Statement on Form S-3 filed with the SEC on June 12, 2013 and the Company’s other periodic filings with the SEC, which can be accessed at www.sec.gov. All forward-looking statements are qualified by these cautionary statements and apply only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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The Issuer has filed a registration statement (including a prospectus and a related preliminary prospectus supplement) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement, the accompanying prospectus in that registration statement and the other documents the Issuer has filed with the SEC for more complete information about the Issuer and the offering. You may get these documents for free by visiting EDGAR on the SEC’s website at <http://www.sec.gov>. Alternatively, copies may be obtained from J.P. Morgan Securities LLC, Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or by telephone at +1 (866) 803-9204, Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Barclaysprospectus@broadridge.com, (888) 603-5847 or Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, New York, 10152, at (800) 326-5897 or email a request to cmclientsupport@wellsfargo.com.