

TAKE TWO INTERACTIVE SOFTWARE INC
Form SC 14D9/A
June 06, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-9

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 12)**

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Name of Subject Company)

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Name of Person Filing Statement)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

874054109

(CUSIP Number of Class of Securities)

**Ben Feder
Chief Executive Officer
Take-Two Interactive Software, Inc.
622 Broadway
New York, NY 10012
(646) 536-2842**

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

Copies to:

Seth D. Krauss, Esq.
Executive Vice President and
General Counsel
Take-Two Interactive Software, Inc.
622 Broadway
New York, NY 10012
(646) 536-2842

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Proskauer Rose, LLP
1585 Broadway
New York, NY 10036-8299
(212) 969-3000

- Check the box if the filing relates to preliminary communications made before the commencement date of a tender offer.

This Amendment No. 12 to Schedule 14D-9 amends and supplements the Schedule 14D-9, originally filed by Take-Two Interactive Software, Inc., a Delaware corporation (the Company), with the Securities and Exchange Commission (the SEC) on March 26, 2008, as amended by Amendment Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 thereto (the Schedule 14D-9), relating to the tender offer commenced by EA08 Acquisition Corp. (Purchaser), a Delaware corporation and wholly owned subsidiary of Electronic Arts Inc., a Delaware corporation (EA), 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, upon the terms and conditions set forth in the Offer to Purchase dated March 13, 2008 and in the related Letter of Transmittal (which, together with the Offer to Purchase and any amendments or supplements thereto, collectively constitute the Offer) contained in the Schedule TO filed by Purchaser with the SEC on March 13, 2008. On March 28, 2008, the Offer was extended to 11:59 p.m., New York City time, on Friday, April 18, 2008. On April 18, 2008, Purchaser adjusted the purchase price to \$25.74 per Share and the Offer was extended to 11:59 p.m., New York City time, on Friday, May 16, 2008. On May 19, 2008, the Offer was extended to 11:59 p.m., New York City time on Monday, June 16, 2008. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

ITEM 4. THE SOLICITATION OR RECOMMENDATION

Item 4(a) is hereby amended and supplemented by adding the following thereto:

On June 5, 2008, the Company held an earnings conference call relating to its fiscal second quarter ended April 30, 2008. Excerpts from the transcript of this call relating to the Offer are filed as an exhibit hereto and are incorporated herein by reference.

ITEM 9. EXHIBITS

Item 9 is hereby amended and supplemented by adding the following thereto:

Exhibit No.	Description
(a)(17)	Transcript of prepared remarks and questions and responses related to the Offer addressed during Take-Two Interactive Software, Inc.'s earnings conference call held on June 5, 2008 relating to the fiscal second quarter ended April 30, 2008

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By /s/ Daniel P. Emerson
Daniel P. Emerson
Vice President, Associate General Counsel and
Secretary

Dated: June 6, 2008

INDEX TO EXHIBITS

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