

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 3
 December 24, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | |
|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â ICAHN CARL C</p> <p>(Last) (First) (Middle)</p> <p>C/O ICAHN ASSOCIATES CORP.,Â 767 FIFTH AVE., SUITE 4700</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10153</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/17/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 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) |
|---|--|---|--|
| Common Stock, par value \$0.01 per share ("Shares") | 8,375,000 | I | please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|--|------------------------------|---|---|
| Call options "right to purchase" | 12/17/2009 | 12/16/2011 | Common stock | 783,479 | \$ 5.25 | I | please see footnoes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> |
| Put options "obligation to purchase" | 12/16/2011 | 12/16/2011 | please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> | \$ 5.25 | I | please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153 | Â | Â X | Â | Â |
| BARBERRY CORP. 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | Â | Â X | Â | Â |
| ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | Â | Â X | Â | Â |
| Hopper Investments LLC 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601 | Â | Â X | Â | Â |
| ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001 | Â | Â X | Â | Â |
| ICAHN PARTNERS MASTER FUND II L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001 | Â | Â X | Â | Â |
| ICAHN PARTNERS MASTER FUND III L.P. C/O WALKER HOUSE | Â | Â X | Â | Â |

87 MARY STREET
GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

BECKTON CORP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

^ ^ X ^ ^

HIGH RIVER LIMITED PARTNERSHIP
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

^ ^ X ^ ^

ICAHN ENTERPRISES G.P. INC.
445 HAMILTON AVENUE
SUITE 1210
WHITE PLAINS, NY 10601

^ ^ X ^ ^

Signatures

CARL C. ICAHN 12/24/2009

**Signature of Reporting Person Date

BARBERRY CORP. 12/24/2009

**Signature of Reporting Person Date

HOPPER INVESTMENTS LLC 12/24/2009

**Signature of Reporting Person Date

ICAHN PARTNERS LP 12/24/2009

**Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND LP 12/24/2009

**Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND II LP 12/24/2009

**Signature of Reporting Person Date

ICAHN PARTNERS MASTER FUND III LP 12/24/2009

**Signature of Reporting Person Date

BECKTON CORP. 12/24/2009

**Signature of Reporting Person Date

ICAHN ENTERPRISES G.P INC. 12/24/2009

**Signature of Reporting Person Date

HIGH RIVER LIMITED PARTNERSHIP 12/24/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) High River Limited Partnership ("High River") directly beneficially owns 1,674,999 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 2,411,244 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 2,867,208 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,030,604 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 390,945 Shares. The Shares, together with the Options, are defined as the "Securities."
- (2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
- (3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Securities which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Securities except to the extent of their pecuniary interest therein.
- (4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Securities which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Securities except to the extent of their pecuniary interest therein.
- (5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Securities which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Securities except to the extent of their pecuniary interest therein.
- (6) Please reference the Form 3 filing dated December 24, 2009, filed separately by Mr. Icahn, Icahn Enterprises Holdings, IPH, Icahn Capital, Icahn Offshore, and Icahn Onshore.
- (7) High River Limited Partnership ("High River") directly beneficially owns 156,696 call options (the "Call Options"), Icahn Partners LP ("Icahn Partners") directly beneficially owns 225,571 Call Options, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 268,226 Call Options, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 96,413 Call Options, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 36,573 Call Options.
- (8) High River Limited Partnership ("High River") directly wrote 156,696 European-style put options (the "Put Options," and together with the Call Options, the "Options"), Icahn Partners LP ("Icahn Partners") directly wrote 225,571 Put Options, Icahn Partners Master Fund LP ("Icahn Master") directly wrote 268,226 Put Options, Icahn Partners Master Fund II LP ("Icahn Master II") directly wrote 96,413 Put Options, and Icahn Partners Master Fund III LP ("Icahn Master III") directly wrote 36,573 Put Options.
- (9) The Call Options reference an aggregate of 783,479 shares of common stock of Take-Two Interactive Software, Inc. and have an exercise price of \$5.25, and expire on December 16, 2011.
- (10) The Put Options have an exercise price of \$5.25, reference an aggregate of 783,479 underlying Shares and expire on December 16, 2011. The Put Options provide that they settle in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.