

TAKE TWO INTERACTIVE SOFTWARE INC

Form 8-K

February 24, 2010

**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): **February 18, 2010**

**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)

**(646) 536-2842**

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

## Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 8-K

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 18, 2010, the Board of Directors of Take-Two Interactive Software, Inc. (the "Company") approved the amended and restated bylaws of the Company to include the Company's current policy on majority voting (the "Majority Voting Policy") in the Company's bylaws, as it previously existed in the Company's Corporate Governance Guidelines. Simultaneously with its inclusion in the Company's bylaws, the Majority Voting Policy was removed from the Company's Corporate Governance Guidelines. The amended and restated bylaws also incorporate all previously authorized bylaw amendments into one document.

The amended and restated bylaws became effective immediately upon their approval by the Board of Directors. The foregoing description of the Company's bylaws is not complete and is qualified in its entirety by reference to the text of the amended and restated bylaws of the Company attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

3.1 Amended and Restated Bylaws of the Company

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 thereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

By:

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

Date: February 23, 2010

**EXHIBIT INDEX**

**Exhibit**

3.1 Amended and Restated Bylaws of the Company