

TAKE TWO INTERACTIVE SOFTWARE INC  
Form SC 13D/A  
March 26, 2007

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**874054 10 9**

(CUSIP Number)

**Robert Zack, Esq.  
OppenheimerFunds, Inc.  
Two World Financial Center  
225 Liberty Street, 11th Floor  
New York, NY 10281  
(212) 323-0200**

**D. E. Shaw Valence Portfolios, L.L.C.  
Attn: Compliance Department  
Tower 45, 39th Floor  
120 West 45th Street  
New York, NY 10036  
(212) 478-0000**

**Peter Nussbaum, Esq.  
S.A.C. Capital Advisors, LLC  
72 Cummings Point Road  
Stamford, CT 06902  
(203) 890-2000**

**Andrew S. Paul, Esq.  
Tudor Investment Corporation**

**1275 King Street  
Greenwich, CT 06831  
(203) 863-6700**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

**March 23, 2007**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 249.13d-1(g), check the following

box.  (See **explanatory note to this Schedule 13D**)

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**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 control number.**

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CUSIP NO. 874054 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

OppenheimerFunds, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use only

4. Source of funds (See  OO  
Instructions)

5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization Colorado

Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power	None
	8. Shared Voting Power	17,723,165 (See Item 5(b))
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	17,874,125

11. Aggregate Amount Beneficially Owned by Each Reporting Person 17,874,125\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11) 24.5% based on 72,926,850 shares outstanding as of March 5, 2007

14. Type of Reporting Person (See Instructions) IA

\* The Group is deemed to beneficially own an aggregate of 33,625,147 shares of common stock, or 46.1% of the class, based on 72,926,850 shares outstanding as of March 5, 2007. See Item 5.

CUSIP NO. 874054 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

D. E. Shaw Valence Portfolios, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use only

4. Source of funds (See WC Instructions)

5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power	None
	8. Shared Voting Power	6,573,466 (See Item 5(b))
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	6,573,466

11. Aggregate Amount Beneficially Owned by Each Reporting Person 6,573,466\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11) 9.0% based on 72,926,850 shares outstanding as of March 5, 2007

14. Type of Reporting Person (See Instructions) OO

\* The Group is deemed to beneficially own an aggregate of 33,625,147 shares of common stock, or 46.1% of the class, based on 72,926,850 shares outstanding as of March 5, 2007. See Item 5.

CUSIP NO. 874054 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

D. E. Shaw & Co., L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use only

4. Source of funds (See AF Instructions)

5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power	None
	8. Shared Voting Power	6,573,466 (See Item 5(b))
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	6,573,466

11. Aggregate Amount Beneficially Owned by Each Reporting Person 6,573,466\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 9.0% based on 72,926,850 shares outstanding as of March 5, 2007

14. Type of Reporting Person (See Instructions) IA, PN

\* The Group is deemed to beneficially own an aggregate of 33,625,147 shares of common stock, or 46.1% of the class, based on 72,926,850 shares outstanding as of March 5, 2007. See Item 5.

CUSIP NO. 874054 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

David E. Shaw

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use only

4. Source of funds (See AF Instructions)

5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization United States

Number of Shares Beneficially Owned by Each Reporting Person With:	7. Sole Voting Power	None
	8. Shared Voting Power	6,573,466 (See Item 5(b))
	9. Sole Dispositive Power	None
	10. Shared Dispositive Power	6,573,466

11. Aggregate Amount Beneficially Owned by Each Reporting Person 6,573,466\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 9.0% based on 72,926,850 shares outstanding as of March 5, 2007

14. Type of Reporting Person (See Instructions) IN

\* The Group is deemed to beneficially own an aggregate of 33,625,147 shares of common stock, or 46.1% of the class, based on 72,926,850 shares outstanding as of March 5, 2007. See Item 5.

CUSIP NO. 874054 10 9

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

S.A.C. Capital Advisors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use only

4. Source of funds (See AF  
Instructions)

5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization Delaware

7. Sole Voting Power

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With:

8. Shared Voting Power 2,701,610

9. Sole Dispositive Power

10.