

TAKE TWO INTERACTIVE SOFTWARE INC
Form DEFA14A
March 13, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to Section 240.14a-12

Take-Two Interactive Software, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

Attached is an email to employees distributed March 13, 2008 by Take-Two Interactive Software, Inc. (the "Company") regarding the tender offer by Electronic Arts Inc.

EMAIL TO EMPLOYEES REGARDING TENDER OFFER BY ELECTRONIC ARTS INC.

Dear Team:

As you have no doubt heard, Electronic Arts announced today that it has made an unsolicited conditional tender offer to acquire all of Take-Two's outstanding shares of common stock for \$26 per share in cash. This means that EA is going directly to our shareholders with their offer and asking them to sell EA their shares, rather than negotiating with our Board of Directors.

Our Board has recommended that Take-Two stockholders take no action at the moment. We issued a press release regarding this today, which is included at the end of this email. To give you a clear sense of what comes next in this process, our Board, consistent with its fiduciary duties and with the advice of our independent financial and legal advisors, will review and consider the offer, and then will advise Take-Two's stockholders of the Board's position within 10 business days. As soon as that happens we will update all of you.

We want to assure you that both of us, as well as members of our Board, have significant experience with these types of situations and will act in the best interests of the Company, its stockholders and employees. We are confident that we are well prepared to navigate Take-Two through this period of heightened attention and stress.

While today's news means EA is moving forward with its offer, an acquisition by EA is by no means a certainty. We ask again that you try not to let today's news distract you from our important goals - delivering great games and making this the most creative, the most innovative and the most efficient company in our industry. There is great value in Take-Two and the best thing all of us can do during this time is stay focused on continuing to build the value of our business.

Sincerely,

Strauss and Ben

This communication does not constitute an offer to sell or invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to Electronic Arts' tender offer or otherwise, nor does this communication constitute a solicitation of any vote or approval.