

Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form S-8

TAKE TWO INTERACTIVE SOFTWARE INC
Form S-8
June 16, 2003

As filed with the Securities and Exchange Commission on June 16, 2003.
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

Delaware

51-0350842

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

622 Broadway, New York, New York

10012

(Address of principal executive offices)

(Zip Code)

2002 Stock Option Plan of Take-Two Interactive Software, Inc.

(Full title of the plan)

Jeffrey C. Lapin, Chief Executive Officer
Take-Two Interactive Software, Inc.
622 Broadway
New York, New York 10012

(Name and address of agent for service)

(646) 536-2842

(Telephone number, including area code, of agent for service)

Copy to:
Robert J. Mittman, Esq.
Ethan Seer, Esq.
Blank Rome LLP
405 Lexington Avenue
New York, New York 10174

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Aggregate Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Am Re |
|-----------------------------------------|-----------------------------|---------------------------------------------------------|-----------------------------------------------|----------|
| Common Stock, par value \$.01 per share | 1,000,000 shares | \$26.87 | \$26,870,000 | \$2 |

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933 (the "Securities Act"), this registration statement also registers an indeterminate number of shares of the Registrant's common stock which may become issuable pursuant to the anti-dilution provisions of the Registrant's 2002 Stock Option Plan, as amended (the "Plan").

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457 under the Securities Act, based upon the average of the high and low sales prices of the Registrant's common stock as reported by Nasdaq on June 9, 2003.

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement:

This Registration Statement on Form S-8 filed by the Registrant to register an additional 1,000,000 shares of its common stock which are issuable upon the exercise of options available for grant under the Plan, pursuant to an amendment to the Plan authorized by the stockholders of the Registrant on April 17, 2003. These 1,000,000 shares are in addition to the 3,000,000 shares of the Registrant's common stock which were previously registered pursuant to the Registrant's Registration Statement on Form S-8 (Commission File No. 333-99433) filed on September 11, 2002 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|-----------------------------------------------------------------------------------|
| 5 | Opinion of Blank Rome LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Blank Rome LLP (included in Exhibit 5) |
| 24.1 | Power of Attorney (included on the Signature Page of this Registration Statement) |

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on the 16th day of June 2003.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Jeffrey C. Lapin

Jeffrey C. Lapin
Chief Executive Officer

Each person whose signature appears below authorizes each of Ryan A. Brant and Jeffrey C. Lapin, or either of them acting individually, as his true and lawful attorney-in-fact, each with full power of substitution, to sign the Registration Statement on Form S-8 of Take-Two Interactive Software, Inc., including any and all pre-effective and post-effective amendments, in the name and on behalf of each such person, individually and in each capacity stated below, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature ----- | Title ----- | Date ---- |
|-----------------------------------------------------------|-----------------------------------------------------------------------|---------------|
| /s/ Ryan A. Brant ----- Ryan A. Brant | Chairman of the Board | June 16, 2003 |
| /s/ Jeffrey C. Lapin ----- Jeffrey C. Lapin | Chief Executive Officer and Director (Principal Executive Officer) | June 16, 2003 |
| /s/ Karl H. Winters ----- Karl H. Winters | Chief Financial and Accounting Officer | June 16, 2003 |
| /s/ Robert Flug ----- Robert Flug | Director | June 16, 2003 |
| /s/ Steven Tisch ----- Steven Tisch | Director | June 16, 2003 |
| /s/ Oliver R. Grace, Jr. ----- Oliver R. Grace, Jr. | Director | June 16, 2003 |
| /s/ Todd Emmel ----- Todd Emmel | Director | June 16, 2003 |
| /s/ Mark Lewis ----- Mark Lewis | Director | June 16, 2003 |

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Mark Lewis

/s/ Richard W. Roedel

Director

June 16, 200

Richard W. Roedel

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Exhibit Index

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