

TAKE TWO INTERACTIVE SOFTWARE INC  
Form SC 13D/A  
December 26, 2006

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

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SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

TAKE-TWO INTERACTIVE SOFTWARE, INC.

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(Name of Issuer)

Common Stock, \$.01 par value per share

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(Title of Class of Securities)

874054109

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(CUSIP Number)

Mark Horowitz  
General Counsel  
Glenview Capital Management, LLC  
767 Fifth Avenue, 44th Floor  
New York, New York 10153  
(212) 812-4700

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

December 21, 2006  
(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 statement because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ X ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.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 the disclosures provided in a prior cover page.

The information required in 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).

Continued on following pages

SCHEDULE 13D

CUSIP No.: 874054109

Page 2 of 9 Pages

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MANAGEMENT, LLC

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

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

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	7.	Sole Voting Power	4,883,372
Shares	8.	Shared Voting Power	None
Beneficially	9.	Sole Dispositive Power	4,883,372
Owned by Each	10.	Shared Dispositive Power	None
Reporting			
Person With			

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,883,372

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

[ ]

13. Percent of Class Represented by Amount in Row (11)

6.7% based on 72,548,823 shares outstanding as of June 2, 2006.

14. Type of Reporting Person:

OO

SCHEDULE 13D

CUSIP No.: 874054109

Page 3 of 9 Pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL GP, LLC

2. Check the Appropriate Box if a Member of a Group
(a) [ ]
(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)
Not Applicable

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items
2(d) or 2(e)
[ ]

6. Citizenship or Place of Organization
Delaware

Table with 4 columns: Reporting Person, Voting Power, Dispositive Power, and Amount. Rows include 7. Sole Voting Power (None), 8. Shared Voting Power (4,883,372), 9. Sole Dispositive Power (None), 10. Shared Dispositive Power (4,883,372).

11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,883,372

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

13. Percent of Class Represented by Amount in Row (11)
6.7% based on 72,548,823 shares outstanding as of June 2, 2006.

14. Type of Reporting Person:
OO

SCHEDULE 13D

CUSIP No.: 874054109

Page 4 of 9 Pages

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL MASTER FUND, LTD.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

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

6. Citizenship or Place of Organization

Cayman Islands, British West Indies

	7.	Sole Voting Power	None
Number of			
Shares	8.	Shared Voting Power	3,041,992
Beneficially			
Owned by Each	9.	Sole Dispositive Power	None
Reporting			
Person With	10.	Shared Dispositive Power	3,041,992

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,041,992

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

13. Percent of Class Represented by Amount in Row (11)

4.2% based on 72,548,823 shares outstanding as of June 2, 2006.

14. Type of Reporting Person:

CO

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SCHEDULE 13D

CUSIP No.: 874054109

Page 5 of 9 Pages

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

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 of America

Table with 3 columns: Number of Shares Beneficially Owned by Each Reporting Person With, Voting Power, and Amount. Rows include Sole Voting Power (None), Shared Voting Power (4,883,372), Sole Dispositive Power (None), and Shared Dispositive Power (4,883,372).

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,883,372

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

[ ]

13. Percent of Class Represented by Amount in Row (11)

6.7% based on 72,548,823 shares outstanding as of June 2, 2006.

14. Type of Reporting Person:

IA

This Amendment No. 1 to Schedule 13D relates to shares of Common Stock, \$.01 par value per share (the "Shares"), of Take-Two Interactive Software, Inc. (the "Issuer"). This Amendment No. 1 supplementally amends the initial statement on Schedule 13D, dated March 9, 2006 (the "Initial Statement"), filed by the Reporting Persons (as defined herein). This Amendment No. 1 to the Schedule 13D is being filed by the Reporting Persons to report that the number of Shares that the Reporting Persons may be deemed to beneficially own has decreased by more than one percent of the current amount of outstanding Shares. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Schedule 13D is amended as follows.

Item 1. Security and Issuer:

This Statement relates to the Shares. The address of the principal executive office of the Issuer is 622 Broadway, New York 10012.

Item 2. Identity and Background:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Glenview Capital GP, LLC ("Glenview Capital GP");
- iii) Glenview Capital Master Fund, Ltd. ("Glenview Capital Master Fund"); and
- iv) Lawrence M. Robbins ("Mr. Robbins").

This Statement relates to the Shares held for the accounts of Glenview Capital Master Fund, Glenview Capital Partners, L.P., a Delaware limited partnership ("Glenview Capital Partners"), Glenview Institutional Partners, L.P., a Delaware limited partnership ("Glenview Institutional Partners"), GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Little Arbor Master Fund"), GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), and GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners").

The principal business address of each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

Item 5. Interest in Securities of the Issuer:

According to information filed by the Issuer with the Securities and Exchange Commission in its most recent amendment to the Issuer's quarterly report on Form 10-Q, the number of Shares outstanding was 72,548,823 as of June 2, 2006.

(a) (i) Each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed the beneficial owner of 4,883,372 Shares (approximately 6.7% of the total number of Shares outstanding). This amount consists of (A) 238,040 Shares held for the account of Glenview Capital Partners, (B) 3,041,992 Shares held for the account of Glenview Capital Master

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Fund, (C) 1,356,663 Shares held for the account of Glenview Institutional Partners, (D) 191,496 Shares held for

Page 7 of 9 Pages

the account of GCM Little Arbor Master Fund, (E) 52,058 Shares held for the account of GCM Little Arbor Institutional Partners, and (F) 3,123 Shares held for the account of GCM Little Arbor Partners.

(ii) Glenview Capital Master Fund may be deemed to be the beneficial owner of the 3,041,992 Shares (approximately 4.2% of the total number of Shares outstanding), held for its account.

(b) (i) Glenview Capital Management may be deemed to have sole power to direct the voting and disposition of the 4,883,372 Shares that it may be deemed to beneficially own as set forth above.

(ii) Each of Glenview Capital GP and Mr. Robbins may be deemed to have shared power to direct the voting and disposition of the 4,883,372 Shares that each of Glenview Capital GP and Mr. Robbins may be deemed to beneficially own as set forth above.

(iii) Glenview Capital Master Fund may be deemed to have shared power to direct the voting and disposition of the 3,041,992 Shares that it may be deemed to beneficially own as set forth above.

(c) The trading dates, number of shares purchased and price per share (including commissions, if any) for all transactions by the Reporting Persons during the past 60 days are set forth in Annex A hereto.

(d) Not applicable.

(e) As of December 21, 2006, Glenview Capital Master Fund ceased to be the beneficial owner of more than five percent of the Shares.

Page 8 of 9 Pages

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: December 26, 2006

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins

Title: Chief Executive Officer

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Date: December 26, 2006

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 26, 2006

GLENVIEW CAPITAL MASTER FUND, LTD.

By: Glenview Capital Management, LLC  
As Investment Manager.

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins  
Title: Chief Executive Officer

Date: December 26, 2006

LAWRENCE M. ROBBINS

/s/ LAWRENCE M. ROBBINS

ANNEX A

RECENT TRANSACTIONS IN THE SECURITIES OF  
TAKE-TWO INTERACTIVE SOFTWARE, INC.

A. Transactions for the account of Glenview Capital Master Fund, Ltd. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
12/21/2006	SALE	1,716,100	\$19.25

B. Transactions for the account of Glenview Institutional Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
12/21/2006	SALE	956,500	\$19.25

C. Transactions for the account of Glenview Capital Partners, L.P. in the past 60 days.

Date of Transaction	Nature of Transaction	Number of Shares	Price per Share
12/21/2006	SALE	175,800	\$19.25



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D. Transactions for the account of GCM Little Arbor Partners, L.P. in the past 60 days.

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Date of Transaction    Nature of Transaction    Number of Shares    Price per Share  
-----  
12/21/2006                    SALE                    2,100                    \$19.25  
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E. Transactions for the account of GCM Little Arbor Master Fund, Ltd. in the past 60 days.

-----  
Date of Transaction    Nature of Transaction    Number of Shares    Price per Share  
-----  
12/21/2006                    SALE                    119,700                    \$19.25  
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F. Transactions for the account of GCM Little Arbor Institutional Partners, L.P. in the past 60 days.

-----  
Date of Transaction    Nature of Transaction    Number of Shares    Price per Share  
-----  
12/21/2006                    SALE                    29,800                    \$19.25  
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