

ROBBINS LAWRENCE M
Form 4
December 26, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GLENVIEW CAPITAL
MANAGEMENT LLC

2. Issuer Name and Ticker or Trading Symbol
TAKE TWO INTERACTIVE
SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

767 FIFTH AVENUE, 44TH
FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2006

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10153

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/21/2006 | | S | | 175,800 | D | \$ 19.25 | 238,040 | I | See Footnote (1) |
| Common Stock | 12/21/2006 | | S | | 1,716,100 | D | \$ 19.25 | 3,041,992 | I | See Footnote (2) |
| Common Stock | 12/21/2006 | | S | | 956,500 | D | \$ 19.25 | 1,356,663 | I | See Footnote (3) |
| Common Stock | 12/21/2006 | | S | | 119,700 | D | \$ | 191,496 | I | See |

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| | | | | | | | | |
|-----------------|------------|---|--------|---|-------------|--------|---|------------------------|
| Stock | | | | | 19.25 | | | Footnote (4) |
| Common Stock | 12/21/2006 | S | 29,800 | D | \$ 19.25 | 52,058 | I | See Footnote (5) |
| Common Stock | 12/21/2006 | S | 2,100 | D | \$ 19.25 | 3,123 | I | See Footnote (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLENVIEW CAPITAL MANAGEMENT LLC 767 FIFTH AVENUE 44TH FLOOR NEW YORK, NY 10153 | | X | | |
| Glenview Capital GP, LLC 767 FIFTH AVENUE 44TH FLOOR NEW YORK, NY 10153 | | X | | |
| ROBBINS LAWRENCE M | | X | | |

Signatures

| | |
|---|------------|
| /s/ Lawrence M. Robbins, as Chief Executive Officer of Glenview Capital Management, LLC | 12/26/2006 |
| __Signature of Reporting Person | Date |
| /s/ Lawrence M. Robbins, as Chief Executive Officer of Glenview Capital GP, LLC | 12/26/2006 |
| __Signature of Reporting Person | Date |
| /s/ Lawrence M. Robbins | 12/26/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) These shares of the Issuer's common stock, \$.01 par value per share ("Shares"), were sold for the account of Glenview Capital Partners, L.P., a Delaware limited partnership ("Capital Partners"). Glenview Capital Management, LLC, a Delaware limited liability company ("Capital Management"), serves as investment manager for Capital Partners. Glenview Capital GP, LLC, a Delaware limited liability company ("Capital GP"), serves as general partner of Capital Partners. Mr. Robbins is the Chief Executive Officer of Capital GP and Capital Management.
 - (2) These Shares were sold for the account of Glenview Capital Master Fund, Ltd., a Cayman Islands exempted company (the "Master Fund"). Capital Management serves as investment manager of the Master Fund. Capital GP is the sponsor of the Master Fund. Mr. Robbins is the Chief Executive Officer of each of Capital GP and Capital Management.
 - (3) These Shares were sold for the account of Glenview Institutional Partners, L.P., a Delaware limited partnership ("Institutional Partners"). Capital Management serves as investment manager of Institutional Partners. Capital GP serves as general partner of Institutional Partners. Mr. Robbins is the Chief Executive Officer of each of Capital GP and Capital Management.
 - (4) These Shares were sold for the account of GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted company ("GCM Master Fund"). Capital Management serves as investment manager of the GCM Master Fund. Capital GP is the sponsor of the GCM Master Fund. Mr. Robbins is the Chief Executive Officer of each of Capital GP and Capital Management.
 - (5) These Shares were sold for the account of GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Institutional Partners"). Capital Management serves as investment manager of GCM Institutional Partners. Capital GP serves as the general partner of GCM Institutional Partners. Mr. Robbins is the Chief Executive Officer of each of Capital GP and Capital Management.
 - (6) These Shares were sold for the account of GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Partners"). Capital Management serves as investment manager of the GCM Partners. Capital GP serves as the general partner of GCM Partners. Mr. Robbins is the Chief Executive Officer of each of Capital GP and Capital Management.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.