

ZELNICK STRAUSS
Form 4
April 16, 2019

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 *
ZELNICK STRAUSS

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)
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC., 110 WEST 44TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------------------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/12/2019 | | J ⁽¹⁾ | | 8,692 | D | \$ 0 | 296,256 ⁽¹⁾ ₍₂₎ | I | By Zelnick Media Corporation ⁽¹⁾ ₍₂₎ |
| Common Stock | 04/15/2019 | | A | | 315,315 ⁽³⁾ | A | \$ 0 | 611,571 ⁽³⁾ ₍₄₎ | I | By Zelnick Media Corporation ⁽³⁾ ₍₄₎ |
| Common Stock | | | | | | | | 169,540 ⁽⁵⁾ | I | By Zelnick Belzberg |

| | | | |
|-----------------|-----------------------|---|---|
| Common Stock | 95,000 ⁽⁶⁾ | I | Living Trust <u>(5)</u> By Wendy Jay Belzberg 2012 Family Trust <u>(6)</u> |
|-----------------|-----------------------|---|---|

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

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(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 Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELNICK STRAUSS C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET NEW YORK, NY 10036 | X | | Chairman, CEO | |

Signatures

/s/ Strauss
Zelnick

04/16/2019

**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) On April 12, 2019, ZelnickMedia Corporation ("ZelnickMedia") distributed a total of 8,692 shares of Common Stock to its employees, but none of which were distributed to Mr. Zelnick.

Represents 296,256 restricted units held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

Represents the grant of 315,315 restricted units to ZelnickMedia pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 15, 2019. Includes 91,543 time-based restricted units that are scheduled to vest on April 13, 2021 and 223,772 performance-based restricted units that are scheduled to vest on April 13, 2021. Further information regarding the Restricted Unit Agreement and the restricted units, including the vesting schedule, is available in the Company's Registration Statement on Form S-3 filed with the Commission on April 15, 2019.

(4) Represents 611,571 restricted units held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

(5) Represents 169,540 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.

(6) Represents 95,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Wendy Jay Belzberg 2012 Family Trust except to the extent of his pecuniary interest therein.

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.