

ZELNICK STRAUSS
Form 4
May 22, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/18/2018

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 or Price | | |
| Common Stock | 05/18/2018 | | S | | \$ 37,419 (1) | D | By Zelnick Belzberg Living Trust |
| Common Stock | 05/18/2018 | | S | | \$ 2,581 (1) | D | By Zelnick Belzberg Living Trust (4) |
| Common Stock | | | | | 95,000 | I | By Wendy Jay Belzberg |

| | | | |
|-----------------|---------|---|---|
| Common Stock | 525,538 | I | 2012 Family Trust ⁽⁵⁾ By Zelnick Media Corporation <u>(6)</u> |
|-----------------|---------|---|---|

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 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

05/22/2018

**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 transactions are reported on separate lines due to the range of the sale price.

Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$112.80 to \$113.80,

(2) inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the Issuer or any security holder of the Issuer.

Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$113.81 to \$113.96,

(3) inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the Issuer or any security holder of the Issuer.

Represents 129,288 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr.

(4) 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.

Represents 95,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by

(5) 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.

Represents 525,538 restricted units held directly by ZelnickMedia Corporation, of which Mr. Zelnick is a partner (such securities are not

(6) held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia Corporation 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.

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