

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 May 24, 2016

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., 622 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2016

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

(Street)
NEW YORK, NY 10012

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/20/2016		A	372,935 (1) A \$ 0	1,518,016 (1) (2)	I	By Zelnick Media Corporation (1) (2)
Common Stock	05/20/2016		D	27,578 (3) D \$ 0	1,490,438 (3) (4)	I	By Zelnick Media Corporation (3) (4)
Common Stock	05/20/2016		S	163,177 (5) D \$ 36.198	1,327,261 (5) (7)	I	By Zelnick Media

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					(6)			Corporation (5) (7)
Common Stock	05/20/2016	S	162,373 (5)	D	\$ 36,544 (8)	1,164,888 (5) (9)	I	By Zelnick Media Corporation (5) (9)
Common Stock	05/20/2016	J(10)	266,362 (10)	D	\$ 0	898,526 (11)	I	By Zelnick Media Corporation (10) (11)
Common Stock	05/20/2016	G	112,537 (12)	D	\$ 0 (12)	0 (12)	D	
Common Stock	05/20/2016	G	112,537 (12)	A	\$ 0 (12)	308,281 (13)	I	By Zelnick Belzberg Living Trust (13)
Common Stock						135,000 (14)	I	By Wendy Jay Belzberg 2012 Family Trust (14)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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. 622 BROADWAY NEW YORK, NY 10012	X		Chairman, CEO	

Signatures

/s/ Strauss
Zelnick

05/24/2016

**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) Represents the grant of 372,935 restricted units to ZelnickMedia Corporation ("ZelnickMedia") pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on May 20, 2016. Includes 107,551 time-based restricted units that are scheduled to vest on April 1, 2018 and 265,384 performance-based restricted units that are scheduled to vest on April 1, 2018. 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 May 20, 2016.
 - (2) Represents 926,104 restricted units and 591,912 shares of Common Stock 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.
 - (3) Represents the forfeiture of performance-based restricted units previously granted to ZelnickMedia due to the failure to meet certain performance conditions.
 - (4) Represents 898,526 restricted units and 591,912 shares of Common Stock 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) On May 20, 2016, 591,912 restricted units previously granted to ZelnickMedia vested. These transactions were effected pursuant to a registration statement by certain selling stockholders, including ZelnickMedia, of which Mr. Zelnick is a partner, and were effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of restricted units previously granted to ZelnickMedia. The registration statement was filed with the Commission and was automatically declared effective on May 20, 2016. Such transactions are reported on separate lines due to the range of the sale price.
 - (6) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$35.96 to \$36.345, 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.
 - (7) Represents 898,526 restricted units and 428,735 shares of Common Stock 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.
 - (8) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$36.35 to \$37.34, 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.
 - (9) Represents 898,526 restricted units and 266,362 shares of Common Stock 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.
 - (10) On May 20, 2016, 591,912 restricted units previously granted to ZelnickMedia vested and ZelnickMedia distributed a total of 266,362 shares received upon vesting to its employees, including 112,537 shares to Mr. Zelnick which shares Mr. Zelnick had previously

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indirectly beneficially owned through ZelnickMedia.

(11) Represents 898,526 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.

(12) Mr. Zelnick received 112,537 shares pursuant to a distribution, as further described in Footnote (10) above, which receipt was exempt from Section 16 as such shares were previously held by Mr. Zelnick indirectly through ZelnickMedia. Mr. Zelnick then contributed such securities to the Zelnick/Belzberg Living Trust in exchange for no consideration.

(13) Represents 308,281 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick), including 112,537 shares received by Mr. Zelnick pursuant to the distribution referred to in Footnote (10) above. Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.

(14) Represents 135,000 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.

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