

Viera Paul E
Form 4
August 28, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Viera Paul E

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2018

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

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

(Street)

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

NEW YORK, NY 10036

(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	08/24/2018		P		73,896	A	\$ 133.9409 <u>(1)</u>	73,896	I	By The PEV Revocable Living Trust
Common Stock	08/27/2018		P		984 <u>(2)</u>	A	\$ 133.4456 <u>(3)</u>	74,880	I	By The PEV Revocable Living Trust
Common Stock	08/27/2018		P		120 <u>(2)</u>	A	\$ 134	75,000	I	By The PEV Revocable Living Trust <u>(4)</u>

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Common Stock	926	D	
Common Stock	74	I	By Earnest Institutional LLC <u>(5)</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. Number of Derivative Securities Beneficially Owned Following Reporting 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

Viera Paul E
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.
110 WEST 44TH STREET
NEW YORK, NY 10036

X

Signatures

/s/ Paul E. Viera 08/28/2018

 Signature of Date
Reporting Person

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).

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Represents a weighted average purchase price of shares purchased in multiple transactions at purchase prices ranging from \$133.60 to

(1) \$134.00, inclusive. Upon request, the Reporting Person undertakes to provide the full purchase information regarding the number of shares purchased at each price increment to the Commission, the Issuer or any security holder of the Issuer.

(2) These transactions are reported on separate lines due to the range of the purchase prices.

Represents a weighted average purchase price of shares purchased in multiple transactions at purchase prices ranging from \$132.99 to

(3) \$133.96, inclusive. Upon request, the Reporting Person undertakes to provide the full purchase information regarding the number of shares purchased at each price increment to the Commission, the Issuer or any security holder of the Issuer.

Represents 75,000 shares of Common Stock held by The PEV Revocable Living Trust (such securities are indirectly held by Mr. Viera).

(4) Mr. Viera disclaims beneficial ownership of the securities held by The PEV Revocable Living Trust except to the extent of his pecuniary interest therein.

Represents 74 shares of Common Stock held directly by Earnest Institutional LLC, an affiliate of Earnest Partners LLC, of which Mr.

(5) Viera is a partner and the Chief Executive Officer (such securities are not held individually by Mr. Viera). Mr. Viera disclaims beneficial ownership of the securities held by Earnest Institutional LLC 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.