

Slatoff Karl
Form 4
April 08, 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 *
Slatoff Karl

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)

____ Director
 Officer (give title below) _____ Other (specify below)
President

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

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

(Street)
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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	04/04/2019		D	20,396 (1) D \$ 0	505,142 (1) (2)	I	By Zelnick Media Corporation (1) (2)
Common Stock	04/04/2019		S	104,279 (3) (4) D \$ 93.6822 (5)	400,863 (4) (6)	I	By Zelnick Media Corporation (4) (6)
Common Stock	04/04/2019		S	22,938 (3) (4) D \$ 94.4986	377,925 (4) (8)	I	By Zelnick Media

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Common Stock	04/04/2019	S	14,375 (3) (4)	D	\$ 95,4517 (9)	363,550 (4) (10)	I		Corporation (4) (8) By Zelnick Media Corporation (4) (10)
Common Stock	04/04/2019	S	1,603 (3) (4)	D	\$ 96,1524 (11)	361,947 (4) (12)	I		By Zelnick Media Corporation (4) (12)
Common Stock	04/04/2019	S	1,419 (3) (4)	D	\$ 97.57	360,528 (4) (13)	I		By Zelnick Media Corporation (4) (13)
Common Stock	04/04/2019	J(14)	55,580 (14)	D	\$ 0	304,948 (14) (15)	I		By Zelnick Media Corporation (14) (15)

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

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

President

Signatures

/s/ Karl Slatoff 04/08/2019

**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).
- (1) Represents the forfeiture of performance-based restricted units previously granted to ZelnickMedia due to the failure to meet certain performance conditions.
- (2) Represents 296,256 restricted units and 208,886 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (3) These transactions are reported on separate lines due to the range of the sale prices.
- (4) On April 4, 2019, 208,886 restricted units previously granted to ZelnickMedia vested. Such restricted units were registered at the time of grant pursuant to a registration statement filed with the Commission which was automatically declared effective on May 25, 2017. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.
- (5) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$93.00 to \$94.00, 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.
- (6) Represents 296,256 restricted units and 104,607 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (7) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$94.01 to \$95.01, 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.
- (8) Represents 296,256 restricted units and 81,669 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (9) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$95.02 to \$96.02, 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.
- (10) Represents 296,256 restricted units and 67,294 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (11) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$96.07 to \$96.77, 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.
- (12) Represents 296,256 restricted units and 65,691 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (13) Represents 296,256 restricted units and 64,272 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

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- (14) On April 4, 2019, 208,886 restricted units previously granted to ZelnickMedia vested and ZelnickMedia distributed a total of 55,580 shares received upon vesting to its employees, but none of which were distributed to Mr. Slatoff

Represents 296,256 restricted units and 8,692 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner

- (15) (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia 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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