

TAKE TWO INTERACTIVE SOFTWARE INC

Form 4

May 27, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZELNICK STRAUSS**

(Last) (First) (Middle)

**C/O TAKE-TWO INTERACTIVE  
SOFTWARE, INC., 622  
BROADWAY**

(Street)

**NEW YORK, NY 10012**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**TAKE TWO INTERACTIVE  
SOFTWARE INC [TTWO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**Chairman and CEO**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	05/22/2015		S		152,385 (1)	D \$ 27.3982 (2)	1,422,143 (1) (3) (4)	I	By Zelnick Media Corporation (1) (3) (4)
Common Stock							340,252 (5)	I	By Zelnick Belzberg Living Trust (5)
Common Stock	05/26/2015		S		152,385 (6)	D \$ 27.3816	1,145,081 (6) (8) (9)	I	By Zelnick Media

(7)Corporation  
(6) (8) (9)Common  
Stock389,188 (10) IBy Zelnick  
Belzberg  
Living Trust  
(10)Common  
Stock135,000 (11) IBy Wendy  
Jay  
Belzberg  
2012 Family  
Trust (11)

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 Report Transaction (Instr. 10)
				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 and CEO

## Signatures

/s/ Strauss  
Zelnick

05/27/2015

\_\_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) The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including ZelnickMedia Corporation ("ZelnickMedia"), of which Mr. Zelnick is a partner, and was effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of shares of restricted stock previously granted to ZelnickMedia, as further described in Footnote (3) below. The registration statement was filed with, and was declared effective on May 20, 2015 by, the Commission.

(2) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.21 to \$27.57, 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.

(3) On May 22, 2015, 277,062 shares of restricted stock previously granted to ZelnickMedia vested and ZelnickMedia (i) distributed a total of 124,677 shares to its partners, including 48,936 shares to Mr. Zelnick, pursuant to a Section 16 exempt transaction and (ii) sold a total of 152,385 shares pursuant to the registration statement referred to in Footnote (1) to satisfy the tax obligations of its partners receiving shares in the distribution.

(4) Represents 1,422,143 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such shares are not held individually by Mr. Zelnick). Does not include 124,677 shares distributed by ZelnickMedia to its affiliates (including Mr. Zelnick) pursuant to the Section 16 exempt transactions referred to in Footnote (3) above.

(5) Represents 340,252 shares of Common Stock held by the Zelnick Belzberg Living Trust (such shares are indirectly held by Mr. Zelnick), including 48,936 shares acquired by Mr. Zelnick pursuant to the Section 16 exempt distribution referred to in Footnote (3) above.

(6) The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including ZelnickMedia, of which Mr. Zelnick is a partner, and was effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of shares of restricted stock previously granted to ZelnickMedia, as further described in Footnote (8) below. The registration statement was filed with, and was declared effective on May 20, 2015 by, the Commission.

(7) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.05 to \$27.55, 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) On May 26, 2015, 277,062 shares of restricted stock previously granted to ZelnickMedia vested and ZelnickMedia (i) distributed a total of 124,677 shares to its partners, including 48,936 shares to Mr. Zelnick, pursuant to a Section 16 exempt transaction and (ii) sold a total of 152,385 shares pursuant to the registration statement referred to in Footnote (6) to satisfy the tax obligations of its partners receiving shares in the distribution.

(9) Represents 1,145,081 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such shares are not held individually by Mr. Zelnick). Does not include 124,677 shares distributed by ZelnickMedia to its affiliates (including Mr. Zelnick) pursuant to the Section 16 exempt transactions referred to in Footnote (8) above.

(10) Represents 389,188 shares of Common Stock held by the Zelnick Belzberg Living Trust (such shares are indirectly held by Mr. Zelnick), including 48,936 shares acquired by Mr. Zelnick pursuant to the Section 16 exempt distribution referred to in Footnote (8) above.

(11) Represents 135,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such shares are indirectly held by Mr. Zelnick).

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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