

TAKE TWO INTERACTIVE SOFTWARE INC

Form 8-K

April 24, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 24, 2018**

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34003
(Commission File Number)

51-0350842
(I.R.S. Employer Identification No.)

110 West 44th Street
New York, New York
(Address of principal executive offices)

10036
(Zip Code)

Registrant's telephone number, including area code: **(646) 536-2842**

Registrant's Former Name or Address, if changed since last report: **N/A**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01

Other Events

On April 24, 2018, Take-Two Interactive Software, Inc. (the "Company") elected to settle its conversion obligations in connection with any 1.00% Convertible Senior Notes due 2018 (the "Notes") submitted for conversion on or after April 27, 2018 or at maturity entirely in shares of its common stock. In accordance with the foregoing, the Company has notified The Bank of New York Mellon, the Trustee for the Notes, that the Settlement Method (as defined in the Supplemental Indenture, dated as of June 18, 2013 (the "Supplemental Indenture") to the Indenture, dated as of June 18, 2013 (as supplemented and amended by the Supplemental Indenture, the "Indenture")) for all Notes submitted for conversion with a Conversion Date (as defined in the Indenture) on or after April 27, 2018 or at maturity shall be Physical Settlement (as defined in the Indenture).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By:	/s/ Matthew K. Breitman
Name:	Matthew K. Breitman
Title:	Senior Vice President, Deputy General Counsel & Corporate Secretary

Date: April 24, 2018