

TAKE TWO INTERACTIVE SOFTWARE INC

Form 4

February 25, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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)  
**02/21/2014**

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, 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                    | 02/21/2014                           |                                                    | S                              |                                                                   | 39,055  | D          | \$ 19.5498 <u>(1)</u>                                                                         | 2,130,210 <u>(2)</u>                                     | I                                                     | By Zelnick Media Corporation <u>(2)</u> |
| Common Stock                    | 02/24/2014                           |                                                    | S                              |                                                                   | 198,869 | D          | \$ 19.3492 <u>(3)</u>                                                                         | 1,931,341 <u>(2)</u>                                     | I                                                     | By Zelnick Media Corporation <u>(2)</u> |
| Common Stock                    |                                      |                                                    |                                |                                                                   |         |            |                                                                                               | 135,000 <u>(4)</u>                                       | I                                                     | By Wendy Jay                            |

Common  
Stock67,125 <sup>(5)</sup> IBelzberg  
2012 Family  
Trust <sup>(4)</sup>By Zelnick  
Belzberg  
Living Trust  
<sup>(5)</sup>

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|---------------------|--------------------|-------|----------------------------------------|
| Code                | V                  | (A)   | (D)                                    |

## 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

Strauss Zelnick                      02/25/2014

\*\*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).

Represents a weighted average sales price; the sales prices ranged from \$19.50 to \$19.60. Upon request, the full sale information  
(1) regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

(2) Represents securities held directly by ZelnickMedia (such securities are not held individually by Mr. Zelnick).

Represents a weighted average sales price; the sales prices ranged from \$19.24 to \$19.46. Upon request, the full sale information  
(3) regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

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

(5) Represents 67,125 shares of Common Stock held by Zelnick/Belzberg Living 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.

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.