

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 April 06, 2017

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/04/2017

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

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

(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 10012

(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	04/04/2017		D		46,752 ⁽¹⁾	D	\$ 0	851,774 ⁽¹⁾ ₍₂₎	I	By Zelnick Media Corporation ⁽¹⁾ ₍₂₎
Common Stock	04/04/2017		S		387,237 ⁽³⁾	D	\$ 57.9817 ₍₄₎	464,537 ⁽³⁾ ₍₅₎	I	By Zelnick Media Corporation ⁽³⁾ ₍₅₎
Common Stock	04/04/2017		J ⁽⁶⁾		91,602 ₍₆₎	D	\$ 0	372,935 ⁽⁶⁾ ₍₇₎	I	By Zelnick Media

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 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.
622 BROADWAY
NEW YORK, NY 10012

President

Signatures

/s/ Karl Slatoff 04/06/2017

__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 units previously granted to ZelnickMedia due to the failure to meet certain performance conditions.
- (2) Represents 372,935 restricted units and 478,839 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

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ZelnickMedia except to the extent of his pecuniary interest therein.

- (3) On April 4, 2017, 478,839 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 20, 2015. The reported sale transactions were effected pursuant to Rule 10b5-1 trading plans, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.

- (4) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$57.775 to \$58.72, 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.

- (5) Represents 372,935 restricted units and 91,602 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.

- (6) On April 4, 2017, 478,839 restricted units previously granted to ZelnickMedia vested and ZelnickMedia distributed a total of 91,602 shares received upon vesting to its employees, but none of which were distributed to Mr. Slatoff.

- (7) Represents 372,935 restricted units 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.

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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