

TAKE TWO INTERACTIVE SOFTWARE INC  
 Form 4  
 May 22, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**ZELNICK STRAUSS**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2015**

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

(Street)  
**NEW YORK, NY 10012**

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/20/2015		A	525,591 (1) A \$ 0	2,278,081 (1) (2)	I	By Zelnick Media Corporation (1) (2)
Common Stock	05/20/2015		D	24,750 (3) D \$ 0	2,253,331 (3) (4)	I	By Zelnick Media Corporation (3) (4)
Common Stock	05/20/2015		S	152,386 (5) D \$ 27.7179	1,976,268 (5) (7) (8)	I	By Zelnick Media

					<u>(6)</u>				Corporation <u>(5) (7) (8)</u>
Common Stock						242,380 <u>(9)</u>	I		By Zelnick Belzberg Living Trust <u>(9)</u>
Common Stock	05/21/2015		S	152,386 <u>(10)</u>	D	\$ 27.64 <u>(11)</u>	1,699,205 <u>(10) (12) (13)</u>	I	By Zelnick Media Corporation <u>(10) (12) (13)</u>
Common Stock						291,316 <u>(14)</u>	I		By Zelnick Belzberg Living Trust <u>(14)</u>
Common Stock						135,000 <u>(15)</u>	I		By Wendy Jay Belzberg 2012 Family Trust <u>(15)</u>

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 Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships



## Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 4

On May 21, 2015, 277,063 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 152,386 shares pursuant to the registration statement referred to in Footnote (10) to satisfy the tax obligations of its partners receiving shares in the distribution.

- (13) Represents 1,699,205 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 (12) above.

- (14) Represents 291,316 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 (12) above.

- (15) 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.

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.