FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**************************************

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response	. 05								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* ZELNICK STRAUSS			2. Issuer Name	RACTIVE		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
				SOFTWA	TTWO ]		X Director 10% Owner  V Officer (give title Other (specify							
(Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.			3. Date of Earli 04/12/2024	est Tran	sactio	n (Month/Day/\		X Officer (give title Offier (specify below)  Chairman, CEO						
110 WEST 44TH STREET			4. If Amendme	nt, Date	of Ori	ginal Filed (Moi		6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person						
(Street) NEW YO	ORK NY	? 1						Form filed by More than One Reporting Person						
(City)	(Sta	ate) (	Zip)	Rule 10b	5-1(c	) Tra	ansaction	Indio	cation					
(Oity)		(		X Check this satisfy the	box to in affirmativ	dicate e defe	that a transactior nse conditions of	was ma Rule 10	ade pursuant to a ob5-1(c). See Instr	contract, instruction 10.	ruction or	written pla	in that is int	ended to
		Table	I - Non-Deriva	ative Securiti	es Ac	quire	ed, Dispose	ed of,	or Beneficia	ally Own	ed			
Date			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired Of (D) (Instr. 3, 4 and 5			5. Amoun Securities Beneficial Owned Following	lly	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	Reported Transaction (Instr. 3 and					
Common Stock <sup>(1)</sup>			04/12/2024		D		18,876(2)	D	\$0	178,1	,137 <sup>(3)</sup>		M	Zelnick edia orporation
Common Stock		04/12/2024		S <sup>(4)</sup>		35,401(5)(6)	D	\$147.5987 <sup>(7)</sup>	142,′	736	I		Zelnick edia orporation	
Common	Stock		04/12/2024		S <sup>(4)</sup>		25,809(5)(6)	D	\$148.6721 <sup>(8)</sup>	116,9	927	I	M	Zelnick edia orporation
Common	Stock		04/12/2024		S <sup>(4)</sup>		29,641(5)(6)	41 <sup>(5)(6)</sup> D \$149.541		87,286		I	M	Zelnick edia orporation
Common Stock		04/12/2024		J <sup>(10)</sup>		87,286 <sup>(10)</sup>	D	\$0	0		I	M	Zelnick edia orporation	
Common Stock		04/12/2024		G		35,785(11)	D	\$0	0		D			
Common	Stock		04/12/2024		G		35,785(11)	A	\$0	168,517 <sup>(12)</sup>		I	Be Li	Zelnick elzberg ving ust
Common Stock									71,551 <sup>(13)</sup>		I	By Wendy Jay Belzberg 2012 Family Trust		
Common Stock									1,146,518 <sup>(14)</sup>		I		ZMC lvisors, P.	
		Та	ble II - Derivat (e.g., pı	ive Securitie uts, calls, wa							d	,		
1. Title of Derivative Security (Instr. 3)  2. Conversion Date (Month/Day/Year)  Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8) S A (A (A D oil (Instr. 1 D oil (Instr. 2 D oil (I	Number erivative ecurities cquired a) or isposed f (D) nstr. 3, 4 nd 5)	Exp (Mo	ate Exercisable and ration Date hth/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		

		Tal	ole II - Derivat (e.g., pı				• •	ired, Disp options, o	onvertib		l or	•	1		
1. Title of	2.	3. Transaction	3A. Deemed	€.ode		6ANu	m( <b>D</b> )er	Expertise Eleter			e Salnaires		9. Number of	10.	11. Nature
Derivative   Conversion   Date   Execution Date,   Transdetion   Code (Instr.   Derivative   Month/Day/Year)   Explaints of the perivative   Securities   Secur															
2. Represents the forfeiture of 18,876 performance-based restricted units previously granted to ZelnickMedia on April 13, 2022 due to the failure to meet certain performance conditions.  3. Represents 178,137 shares of Common Stock held directly by ZelnickMedia (in each case after giving effect to the forfeiture and vesting described in footnote (2) above and footnote (6) below), of which Mr. Zelnick is a partner (and such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.  4. All of the sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZelnickMedia to the vesting of restricted units granted pursuant to the															
Management	Agreement.	n this Form 4 were m						d on December  Date Exercisable	8, 2023 by Z Expiration Date		Media relate Number . of Shares	d to the vestir	g of restricted uni	ts granted pur	suant to the

- 6. On April 12, 2024, 178,137 restricted units previously granted to ZelnickMedia vested. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZelnickMedia, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.
- 7. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$147.25 to \$148.25, 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. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$148.26 to \$149.26, 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.
- 9. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$149.27 to \$150.19, 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.
- 10. On April 12, 2024, 178,137 restricted units previously granted to ZelnickMedia vested. Following such vest, ZelnickMedia distributed a total of 87,286 shares received upon vesting to its employees, including 35,785 shares to Mr. Zelnick, which shares Mr. Zelnick had previously indirectly beneficially owned through ZelnickMedia.

  11. Mr. Zelnick received 35,785 shares pursuant to a distribution, as further described in Footnote (10) above, which receipt was exempt from Section 16 as such shares were previously held by Mr.
- Th. Mr. Zelnick received 35,765 shares pursuant to a distribution, as further described in Poolitote (10) above, which receip was exempt from Section 16 as such shares were previously field by Mr. Zelnick indirectly through ZelnickMedia. Mr. Zelnick then contributed such securities to the Zelnick/Belzberg Living Trust in exchange for no consideration.
- 12. Represents 168,517 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick), including 35,785 shares received by Mr. Zelnick pursuant to the distribution referred to in Footnote (10) above, which were then contributed to the Zelnick/Belzberg Living Trust. Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.
- 13. Represents 71,551 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Wendy Jay Belzberg 2012 Family Trust except to the extent of his pecuniary interest therein.
- 14. Represents 1,146,518 restricted units held directly by ZMC Advisors, L.P., of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZMC Advisors, L.P. except to the extent of his pecuniary interest therein.

<u>/s/ Strauss Zelnick</u> <u>04/16/2024</u>

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.