

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

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 * <u>Emerson Daniel P</u>  (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.</u> <u>110 WEST 44TH STREET</u>  (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [ TTWO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication  <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	06/01/2023		D		3,568 <sup>(1)</sup>	D	\$0	88,837	D	
Common Stock	06/01/2023		F		4,867 <sup>(2)</sup>	D	\$137.59	83,970	D	
Common Stock	06/01/2023		A		54,577 <sup>(3)</sup> <sup>(4)</sup>	A	\$0	138,547	D	
Common Stock	06/05/2023		S		1,947 <sup>(5)</sup>	D	\$136.85	136,600	D	
Common Stock	06/05/2023		S		4,304 <sup>(6)</sup>	D	\$138.34	132,296 <sup>(7)</sup>	D	

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 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Amount or Number of Shares				

Explanation of Responses:

1. Represents the forfeiture of 3,568 performance-based restricted units previously granted to Mr. Emerson on June 1, 2021 due to the failure to meet certain performance conditions.
2. This represents (i) 2,003 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based and performance-based restricted stock units originally granted on June 1, 2020, which vested on June 1, 2023, (ii) 1,284 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based and performance-based restricted stock units originally granted on June 1, 2021, which vested on June 1, 2023 and (iii) 1,580 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based restricted stock units originally granted on June 1, 2022, which vested on June 1, 2023.
3. Represents the grant of 54,577 restricted units to Mr. Emerson under the Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan. Includes (i) 10,903 time-based restricted units that vest 25% on June 1, 2024 and thereafter in twelve equal quarterly installments commencing on September 1, 2024 and (ii) 43,674 performance-based restricted units that vest 100% on June 1, 2026, subject to the satisfaction of certain performance criteria. The number of restricted units was determined based on the dollar value of the award and the average of the closing prices of the common stock on the thirty trading days immediately prior to June 1, 2023.
4. The number of shares of common stock that may be issued upon vesting of the performance-based units assumes the achievement of the maximum performance criteria (200% of target) established by the Issuer's Compensation Committee; however the actual number of such shares may range from zero to 43,674, with the number of shares at target performance equal to 21,837.
5. Sale of shares pursuant to Rule 10b5-1 trading plan adopted on March 2, 2023.
6. Includes 214 shares of Common Stock acquired pursuant to the Take-Two Interactive Software, Inc. Second Amended and Restated 2017 Global Employee Stock Purchase Plan.
7. Includes (i) 24,230 unvested time-based restricted stock units and (ii) 108,066 unvested performance-based restricted stock units. Such unvested awards will vest, or fail to vest, in accordance with the terms of the applicable award agreements.

/s/ Daniel Emerson                      06/05/2023  
\*\* 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.

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