

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 17, 2026

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	001-34003 (Commission File Number)	51-0350842 (IRS Employer Identification No.)
110 West 44th Street, New York, New York (Address of principal executive offices)	10036 (Zip Code)	

Registrant's telephone number, including area code: **(646) 536-2842**

Registrant's Former Name or Address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.01 par value	TTWO	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 17, 2026, the stockholders of Take-Two Interactive Software, Inc. (the “Company”) approved and adopted a certificate of amendment to the Company’s Restated Certificate of Incorporation (the “Certificate of Amendment”) at the Company’s annual meeting of stockholders (the “Annual Meeting”). On September 18, 2026, the Company amended its Restated Certificate of Incorporation to limit the liability of certain officers as permitted by Delaware law by filing the Certificate of Amendment with the Secretary of State of the State of Delaware, which became effective immediately upon its filing. Additional information regarding the results of the Company’s Annual Meeting is set forth below in this Report under Item 5.07.

The material terms of the Charter Amendment are described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on July 27, 2026. The foregoing description of the Certificate of Amendment is qualified in its entirety by the full text of the Certificate of Amendment, which is attached as Exhibit 3.1 hereto and incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 17, 2026, the Company held its Annual Meeting virtually via live audio-only webcast. As of the record date for the Annual Meeting, the Company had 186,980,443 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issued and outstanding. At the Annual Meeting, 159,237,889 shares of Common Stock were represented in person or by proxy. The following matters were submitted to a vote of the stockholders at the Annual Meeting.

1. Votes regarding the election of the persons named below as directors for a term expiring at the annual meeting of stockholders in 2027 and until their respective successors have been duly elected and qualified were as follows:

	For	Against	Abstain	Broker Non-Votes
Strauss Zelnick	139,267,251	4,588,247	453,167	14,929,224
Michael Dornemann	138,705,864	5,528,977	73,824	14,929,224
William "Bing" Gordon	143,990,008	247,692	70,965	14,929,224
Roland Hernandez	134,114,019	9,977,712	216,934	14,929,224
J Moses	140,577,663	3,657,985	73,017	14,929,224
Michael Sheresky	136,606,130	7,627,326	75,209	14,929,224
Ellen Siminoff	142,071,761	2,086,617	150,287	14,929,224
LaVerne Srinivasan	143,861,206	377,967	69,492	14,929,224
Susan Tolson	139,144,996	5,093,754	69,915	14,929,224
Paul Viera	143,909,447	326,301	72,917	14,929,224

Based on the votes set forth above, the foregoing persons were duly elected to serve as directors, for a term expiring at the annual meeting of stockholders in 2027 and until their respective successors have been duly elected and qualified.

2. Advisory votes regarding the approval of the compensation of the named executive officers were as follows:

For	Against	Abstain	Broker Non-Votes
137,394,611	6,717,451	196,603	14,929,224

Based on the advisory votes set forth above, the compensation of the named executive officers was duly approved, on an advisory basis, by our stockholders.

3. Votes regarding the approval of the adoption of the Certificate of Amendment to the Restated Certificate of Incorporation were as follows:

For	Against	Abstain	Broker Non-Votes
120,430,765	23,574,236	303,664	14,929,224

Based on the votes set forth above, the Certificate of Amendment was duly approved and adopted by our stockholders.

4. Votes regarding ratification of the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending March 31, 2027, were as follows:

For	Against	Abstain	Broker Non-Votes
151,739,872	7,425,068	72,949	0

Based on the votes set forth above, the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending March 31, 2027, was duly ratified by our stockholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Filing Date	
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Take-Two Interactive Software, Inc.				X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				X

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Matthew Breitman

Name: Matthew Breitman

Title: Senior Vice President, Chief Governance Officer & Corporate Secretary

Date: September 22, 2026

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
TAKE-TWO INTERACTIVE SOFTWARE, INC.

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Take-Two Interactive Software, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Restated Certificate of Incorporation of this corporation be amended by deleting all of the text in Article VI and replacing it with the following in substitution therefor:

Limited Liability of Directors and Officers. To the fullest extent permitted by law as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable. For purposes of this Article VI, "officer" shall have the meaning provided in Section 102(b)(7) of the DGCL, as it presently exists or may hereafter be amended from time to time. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of such director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Neither the amendment nor the repeal of this Article VI shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director or officer of the Corporation existing prior to such amendment or repeal.

SECOND: That thereafter an annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 18th day of September, 2026.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Matt Breitman
Name: Matt Breitman
Title: SVP & Chief Governance Officer