

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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| 1. Name and Address of Reporting Person* <u>Viera Paul E</u> (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.</u> <u>110 WEST 44TH STREET</u> (Street) <u>NEW YORK NY 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2019</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 02/13/2019 | | A | | 739 ⁽¹⁾ | A | \$0 | 2,285 | D | |
| Common Stock | | | | | | | | 74 | I | By Earnest Institutional LLC ⁽²⁾ |
| Common Stock | | | | | | | | 75,000 | I | By The PEV Revocable Living Trust ⁽³⁾ |

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 | | (A) | (D) | | | | | |

Explanation of Responses:

- Represents the acquisition of shares pursuant to a grant of restricted common stock pursuant to the Director compensation program (the "Program") and the Issuer's 2017 Stock Incentive Plan ("Stock Plan"). Includes 539 shares of restricted stock that vest on the first anniversary of the Pricing Date (as defined below) and 200 shares of common stock granted in lieu of cash compensation at the election of the Reporting Person, which shares were fully vested upon grant. As provided by the terms of the Program and the Stock Plan, (i) the grant date was February 13, 2019; and (ii) the number of shares were determined based on the dollar value of the award and the average of the closing prices of the common stock on the ten trading days prior to February 13, 2019 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q.
- Represents 74 shares of Common Stock held directly by Earnest Institutional LLC, an affiliate of Earnest Partners LLC, of which Mr. Viera is a partner and the Chief Executive Officer (such securities are not held individually by Mr. Viera). Mr. Viera disclaims beneficial ownership of the securities held by Earnest Institutional LLC except to the extent of his pecuniary interest therein.
- Represents 75,000 shares of Common Stock held by The PEV Revocable Living Trust (such securities are indirectly held by Mr. Viera).

/s/ Aaron Diamond, attorney-in-fact for Mr. Paul Viera 02/15/2019

** 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.