

**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) **March 17, 2017**

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34003**  
(Commission  
File Number)

**51-0350842**  
(IRS Employer  
Identification No.)

**622 Broadway, New York, New York**  
(Address of principal executive offices)

**10012**  
(Zip Code)

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

(Former name or former address, if changed since last report.)

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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of New Director***

On March 17, 2017, the Board of Directors (the "Board") of Take-Two Interactive Software, Inc. (the "Company"), upon the recommendation of the Corporate Governance Committee of the Board, increased the number of directors constituting the whole Board from six to seven directors and appointed LaVerne Srinivasan to serve as a member of the Board, filling the vacancy on the Board resulting from such increase. Ms. Srinivasan will stand for election by a vote of the stockholders at the Company's 2017 annual meeting of stockholders. The Board has determined that Ms. Srinivasan meets the independence requirements of the Securities and Exchange Commission and the NASDAQ Stock Market Rules and has appointed her to the Corporate Governance Committee of the Board. Ms. Srinivasan is not a party to, and does not have any direct or indirect material interest in, any transaction with the Company required to be disclosed under Item 404(a) of Regulation S-K.

Ms. Srinivasan is Vice President of the National Program and Program Director for Education at Carnegie Corporation of New York, employing creative strategies and innovative thinking to strengthen urban education. Ms. Srinivasan oversees grant making and other activities aimed at engaging parents and communities, improving teaching and leadership for learning, advancing innovative learning environment designs, providing K-12 pathways to college and career success, and fostering integrated approaches to innovation and learning in the field of education. She has held this position since December 2014 and has been at the Carnegie Corporation of New York since March 2014.

Prior to joining the Carnegie Corporation of New York, Ms. Srinivasan was Co-Founder of Fiero Now, an education technology company, from August 2012 through March 2014. Prior to founding Fiero Now, Ms. Srinivasan worked at various educational technology, urban district change, and non-profit education reform companies, including Time to Know, Education Champions for All and New Leaders for New Schools. Ms. Srinivasan also served as Deputy Chancellor for the New York City Department of Education from March 2003 through November 2006. In addition, she served in various roles at BMG Entertainment from 1993 through February 2003, including as Senior Vice President and General Counsel.

Ms. Srinivasan serves on the board of Young Audiences New York and the national advisory board of College Promise Campaign, and was a founding member of the Consortium for Policy Research in Education's task force on Strategic Management of Human Capital.

Ms. Srinivasan brings to the Board of Directors strong leadership skills, extensive experience leveraging technology in the education and entertainment industries, and deep marketing expertise from her previous positions.

In connection with her service as a director Ms. Srinivasan will receive an annual retainer comprised of \$60,000 cash and restricted stock with an aggregate value of \$190,000 granted in four equal quarterly installments, which vest after one year. In addition, she will receive \$10,000 annually for her service on the Corporate Governance Committee.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 22, 2017 announcing the appointment of LaVerne Srinivasan to the Board of Directors of Take-Two Interactive Software, Inc.

2

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SIGNATURES

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

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

By: /s/ Matthew Breitman  
Matthew Breitman  
Senior Vice President, Deputy General Counsel  
& Corporate Secretary

Date: March 22, 2017

3

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 22, 2017 announcing the appointment of LaVerne Srinivasan to the Board of Directors of Take-Two Interactive Software, Inc.

4

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FOR IMMEDIATE RELEASE

**CONTACT:**

(Investor Relations)  
 Henry A. Diamond  
 Senior Vice President  
 Investor Relations & Corporate Communications  
**Take-Two Interactive Software, Inc.**  
 (646) 536-3005  
 Henry.Diamond@take2games.com

(Corporate Press)  
 Alan Lewis  
 Vice President  
 Corporate Communications & Public Affairs  
**Take-Two Interactive Software, Inc.**  
 (646) 536-2983  
 Alan.Lewis@take2games.com

**Take-Two Interactive Software, Inc. Appoints LaVerne Srinivasan to Board of Directors**

**New York, NY — March 22, 2017** — Take-Two Interactive Software, Inc. (NASDAQ:TTWO) today announced that LaVerne Srinivasan has been appointed to the Company's Board of Directors effective March 17, 2017. In addition, Ms. Srinivasan has been appointed to Take-Two's Corporate Governance Committee.

Ms. Srinivasan is Vice President of the National Program and Program Director for Education at the Carnegie Corporation of New York, employing creative strategies and innovative thinking to strengthen urban education. Since 2014, she has overseen grant making and other activities aimed at engaging parents and communities, improving teaching and leadership for learning, advancing innovative learning environment designs, providing K-12 pathways to college and career success, and fostering integrated approaches to innovation and learning in the field of education.

From 2012 through 2014, Ms. Srinivasan was the Co-Founder of Fiero Now, an education technology company. Prior to Fiero Now, she worked at various educational technology, urban district change, and non-profit education reform companies, including Time to Know, Education Champions for All and New Leaders for New Schools. From 2003 through 2006, Ms. Srinivasan served as Deputy Chancellor for the New York City Department of Education. In addition, from 1993 through 2003, she served in various roles at BMG Entertainment, including as Senior Vice President and General Counsel. Ms. Srinivasan serves on the board of Young Audiences New York and the national advisory board of College Promise Campaign, and was a founding member of the Consortium for Policy Research in Education's task force on Strategic Management of Human Capital.

Ms. Srinivasan holds an A.B. in sociology from Harvard College and a J.D. from Harvard Law School.

"We are pleased to broaden the skills of our Board of Directors through the appointment of LaVerne Srinivasan," said Strauss Zelnick, Chairman and CEO of Take-Two. "Her strong leadership skills, extensive experience in leveraging technology in the education and entertainment industries, and marketing acumen will be an asset to our board as we strive to enhance further our organization's strong foundation for continued success."

"Take-Two is a renowned industry leader whose entertainment experiences are synonymous with creativity and innovation," added LaVerne Srinivasan. "I look forward to working with the Company's board and management as Take-Two continues to grow its business throughout the world."

**About Take-Two Interactive Software**

Headquartered in New York City, Take-Two Interactive Software, Inc. is a leading developer, publisher and marketer of interactive entertainment for consumers around the globe. The Company develops and publishes products through its two wholly-owned labels Rockstar Games and 2K. Our products are

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designed for console systems and personal computers, including smartphones and tablets, and are delivered through physical retail, digital download, online platforms and cloud streaming services. The Company's common stock is publicly traded on NASDAQ under the symbol TTWO. For more corporate and product information please visit our website at <http://www.take2games.com>.

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**Cautionary Note Regarding Forward-Looking Statements**

The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws and may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "potential," "predicts," "projects," "seeks," "should", "will," or words of similar meaning and include, but are not limited to, statements regarding the outlook for the Company's future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including: our dependence on key management and product development personnel, our dependence on our Grand Theft Auto products and our ability to develop other hit titles, the timely release and significant market acceptance of our games, the ability to maintain acceptable pricing levels on our games, and risks associated with international operations. Other important factors and information are contained in the Company's most recent Annual Report on Form 10-K, including the risks summarized in the section entitled "Risk Factors," the Company's most recent Quarterly Report on Form 10-Q, and the Company's other periodic filings with the SEC, which can be accessed at [www.take2games.com](http://www.take2games.com). All forward-looking statements are qualified by these cautionary statements and apply only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

