

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>ZELNICK STRAUSS</u> (Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET (Street) NEW YORK NY 10036 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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 ⁽¹⁾	02/25/2020		G	V	4,090 ⁽²⁾	D	\$0	105,450 ⁽³⁾	I	By Zelnick Belzberg Living Trust ⁽³⁾
Common Stock	04/13/2020		A		272,552 ⁽⁴⁾	A	\$0	884,123 ⁽⁴⁾⁽⁵⁾	I	By Zelnick Media Corporation ⁽⁴⁾⁽⁵⁾
Common Stock	04/13/2020		S		59,060 ⁽⁶⁾⁽⁷⁾	D	\$117.975 ⁽⁸⁾	825,063 ⁽⁷⁾⁽⁹⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽⁹⁾
Common Stock	04/13/2020		S		84,095 ⁽⁶⁾⁽⁷⁾	D	\$118.8345 ⁽¹⁰⁾	740,968 ⁽⁷⁾⁽¹¹⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹¹⁾
Common Stock	04/13/2020		S		73,199 ⁽⁶⁾⁽⁷⁾	D	\$119.9207 ⁽¹²⁾	667,769 ⁽⁷⁾⁽¹³⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹³⁾
Common Stock	04/13/2020		S		311 ⁽⁶⁾⁽⁷⁾	D	\$120.4072 ⁽¹⁴⁾	667,458 ⁽⁷⁾⁽¹⁵⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹⁵⁾
Common Stock	04/14/2020		S		3,191 ⁽⁷⁾	D	\$124.26	664,267 ⁽⁷⁾⁽¹⁶⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹⁶⁾
Common Stock	04/14/2020		J ⁽¹⁷⁾		76,400 ⁽¹⁷⁾	D	\$0	587,867 ⁽¹⁷⁾⁽¹⁸⁾	I	By Zelnick Media Corporation ⁽¹⁷⁾⁽¹⁸⁾
Common Stock	04/14/2020		G	V	54,670 ⁽¹⁹⁾	D	\$0 ⁽¹⁹⁾	0 ⁽¹⁹⁾	D	
Common Stock	04/14/2020		G	V	54,670 ⁽¹⁹⁾	A	\$0 ⁽¹⁹⁾	160,120 ⁽²⁰⁾	I	By Zelnick Belzberg Living Trust ⁽²⁰⁾
Common Stock								95,000 ⁽²¹⁾	I	By Wendy Jay Belzberg 2012 Family Trust ⁽²¹⁾

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)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Explanation (Instr. 3)	2. Conversion or Response Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	Transaction Code (Instr. 8)	6A. Number of Derivative Securities Acquired (A) or Disposed of (D)	Dr	Ex	6B. Exercise or Expiration Date (Month/Day/Year)	6C. Date and Title of Underlying Security (Instr. 3 and 4)	7. 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 Beneficial Ownership (Instr. 4)
<p>1. EXPLANATORY NOTE: This Form 4 primarily relates to the grant of restricted stock units to ZelnickMedia on April 13, 2020 and the vesting of restricted stock units previously granted to ZelnickMedia in April 2018 and the sale of shares, including in order to satisfy the tax obligations arising from such vesting, pursuant to a previously established Rule 10b5-1 trading plan, as further described below.</p> <p>2. Represents a charitable gift/transfer of shares of Common Stock to a 501(c)(3) organization. (Instr. 3, 4 and 5)</p> <p>3. Represents 105,450 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.</p> <p>4. Represents the grant of 272,552 restricted units to ZelnickMedia pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 13, 2020. Includes 79,128 time-based restricted units that are scheduled to vest on April 13, 2022 and 193,424 performance-based restricted units that are scheduled to vest on April 13, 2022. Further information regarding the Restricted Unit Agreement and the restricted units, including the vesting schedule, is available in the Company's Registration Statement on Form S-1 filed with the Commission on April 13, 2020.</p> <p>5. Represents 884,123 restricted units held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>6. These transactions are reported on separate lines due to the range of the sale prices.</p> <p>7. On April 13, 2020, 296,256 restricted units previously granted to ZelnickMedia vested. Such restricted units were registered at the time of grant pursuant to a registration statement filed with the Commission which was automatically declared effective on April 13, 2018. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.</p> <p>8. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$117.34 to \$118.34, 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.</p> <p>9. Represents 587,867 restricted units and 237,196 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>10. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$118.35 to \$119.35, 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.</p> <p>11. Represents 587,867 restricted units and 153,101 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>12. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$119.36 to \$120.36, 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.</p> <p>13. Represents 587,867 restricted units and 79,902 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>14. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$120.40 to \$120.43, 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.</p> <p>15. Represents 587,867 restricted units and 79,591 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>16. Represents 587,867 restricted units and 76,400 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>17. On April 13, 2020, 296,256 restricted units previously granted to ZelnickMedia vested. Following such vest, ZelnickMedia distributed a total of 76,400 shares received upon vesting to its employees, including 54,670 shares to Mr. Zelnick which shares Mr. Zelnick had previously indirectly beneficially owned through ZelnickMedia.</p> <p>18. Represents 587,867 restricted units held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.</p> <p>19. Mr. Zelnick received 54,670 shares pursuant to a distribution, as further described in Footnote (17) above, which receipt was exempt from Section 16 as such shares were previously held by Mr. Zelnick indirectly through ZelnickMedia. Mr. Zelnick then contributed such securities to the Zelnick/Belzberg Living Trust in exchange for no consideration.</p> <p>20. Represents 160,120 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick), including 54,670 shares received by Mr. Zelnick pursuant to the distribution referred to in Footnote (17) 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.</p> <p>21. Represents 95,000 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.</p>																
												/s/ Strauss Zelnick		04/15/2020		
												** 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.