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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2015

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to .

Commission file number 001-34003

TAKE-TWO INTERACTIVE SOFTWARE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	**51-0350842** (I.R.S. 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**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ☒

As of January 29, 2016, there were 84,812,555 shares of the Registrant's Common Stock outstanding, net of treasury stock.

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(All other items in this report are inapplicable)

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

TAKE-TWO INTERACTIVE SOFTWARE, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except per share amounts)

	December 31, 2015 (Unaudited)	March 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 835,241**	$ 911,120
Short-term investments	**379,440**	186,929
Restricted cash	**204,089**	169,678
Accounts receivable, net of allowances of $70,995 and $70,471 at December 31, 2015 and March 31, 2015, respectively	**263,690**	217,860
Inventory	**20,207**	20,051
Software development costs and licenses	**214,540**	163,385
Deferred cost of goods sold	**128,972**	56,779
Prepaid expenses and other	**60,129**	54,057
Total current assets	**2,106,308**	1,779,859
Fixed assets, net	**76,661**	69,792
Software development costs and licenses, net of current portion	**167,382**	124,329
Deferred cost of goods sold, net of current portion	**1,742**	19,869
Goodwill	**216,777**	217,288
Other intangibles, net	**4,609**	4,769
Other assets	**11,530**	12,167
Total assets	**$ 2,585,009**	$ 2,228,073
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$ 59,603**	$ 38,789
Accrued expenses and other current liabilities	**603,613**	444,738
Deferred revenue	**791,758**	482,733
Total current liabilities	**1,454,974**	966,260
Long-term debt	**491,576**	473,030
Non-current deferred revenue	**39,885**	164,618
Other long-term liabilities	**71,600**	61,077
Total liabilities	**2,058,035**	1,664,985
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.01 par value, 5,000 shares authorized	**—**	—
Common stock, $.01 par value, 200,000 shares authorized; 104,373 and 104,594 shares issued and 87,181 and 88,356 outstanding at December 31, 2015 and March 31, 2015, respectively	**1,044**	1,046
Additional paid-in capital	**1,077,449**	1,028,197
Treasury stock, at cost; 17,192 and 16,238 common shares at December 31, 2015 and March 31, 2015, respectively	**(303,388)**	(276,836)
Accumulated deficit	**(213,396)**	(158,695)
Accumulated other comprehensive loss	**(34,735)**	(30,624)
Total stockholders' equity	**526,974**	563,088
Total liabilities and stockholders' equity	**$ 2,585,009**	$ 2,228,073

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(in thousands, except per share amounts)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2015	**2014**	**2015**	**2014**
Net revenue	**$ 414,221**	$ 531,147	**$ 1,036,492**	$ 782,849
Cost of goods sold	**257,861**	278,013	**604,416**	384,185
Gross profit	**156,360**	253,134	**432,076**	398,664
Selling and marketing	**59,846**	96,892	**160,289**	182,874
General and administrative	**49,061**	53,564	**148,057**	136,891
Research and development	**27,944**	31,221	**86,499**	79,886
Business reorganization	**71,172**	—	**71,172**	—
Depreciation and amortization	**7,534**	5,845	**21,462**	15,123
Total operating expenses	**215,557**	187,522	**487,479**	414,774
(Loss) income from operations	**(59,197)**	65,612	**(55,403)**	(16,110)
Interest and other, net	**(8,018)**	(9,458)	**(23,948)**	(24,689)
(Loss) gain on long-term investments, net	**—**	(1,500)	**—**	17,476
(Loss) income before income taxes	**(67,215)**	54,654	**(79,351)**	(23,323)
(Benefit from) provision for income taxes	**(24,802)**	14,561	**(24,650)**	13,356
Net (loss) income	**$ (42,413)**	$ 40,093	**$ (54,701)**	$ (36,679)
(Loss) earnings per share:				
Basic (loss) earnings per share	**$ (0.51)**	$ 0.46	**$ (0.66)**	$ (0.46)
Diluted (loss) earnings per share	**$ (0.51)**	$ 0.42	**$ (0.66)**	$ (0.46)

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

(in thousands)

	Three Months Ended December 31, 2015	Three Months Ended December 31, 2014	Nine Months Ended December 31, 2015	Nine Months Ended December 31, 2014
Net (loss) income	**$ (42,413)**	$ 40,093	**$ (54,701)**	$ (36,679)
Other comprehensive (loss) income:				
Foreign currency translation adjustment	**(5,281)**	(12,032)	**(3,961)**	(19,512)
Cash flow hedges:				
Change in unrealized gains on cash flow hedges, net of taxes	**—**	—	**—**	32
Reclassification to earnings for realized gains on cash flow hedges	**(17)**	—	**(17)**	—
Change in fair value of effective cash flow hedges	**(17)**	**—**	**(17)**	**32**
Available-for-sale securities:				
Unrealized losses, net on available-for-sale securities, net of taxes	**(114)**	(94)	**(159)**	(179)
Reclassification to earnings for realized gains, net on available for sale securities	**26**	—	**26**	—
Change in fair value of available for sale securities	**(88)**	**(94)**	**(133)**	**(179)**
Other comprehensive loss	**(5,386)**	**(12,126)**	**(4,111)**	**(19,659)**
Comprehensive (loss) income	**$ (47,799)**	$ 27,967	**$ (58,812)**	$ (56,338)

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(in thousands)

	Nine Months Ended December 31,	
	2015	**2014**
Operating activities:		
Net loss	**$ (54,701)**	**$ (36,679)**
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization and impairment of software development costs and licenses	**83,056**	89,768
Depreciation and amortization	**21,462**	15,123
Stock-based compensation	**54,144**	52,474
Deferred income taxes	**—**	641
Amortization of discount on Convertible Notes	**17,454**	16,389
Amortization of debt issuance costs	**1,181**	1,260
Gain on long-term investments, net	**—**	(17,476)
Amortization and impairment of intellectual property	**160**	320
Other, net	**2,573**	2,262
Changes in assets and liabilities:		
Restricted cash	**(34,411)**	162,538
Accounts receivable	**(46,227)**	(382,566)
Inventory	**(374)**	5,163
Software development costs and licenses	**(170,074)**	(155,454)
Prepaid expenses, other current and other non-current assets	**(6,514)**	(52,092)
Deferred revenue	**184,955**	456,623
Deferred cost of goods sold	**(54,418)**	(63,203)
Accounts payable, accrued expenses and other liabilities	**190,557**	(34,565)
Net cash provided by operating activities	**188,823**	60,526
Investing activities:		
Change in bank time deposits	**(189,564)**	—
Sales and maturities of available-for-sale securities	**19,014**	—
Purchases of available-for-sale securities	**(25,768)**	(79,677)
Purchases of fixed assets	**(28,579)**	(36,579)
Purchase of long-term investments	**—**	(5,000)
Cash received from sale of long-term investment	**—**	21,976
Net cash used in investing activities	**(224,897)**	(99,280)
Financing activities:		
Excess tax benefit from stock-based compensation	**1,509**	10,352
Tax payment related to net share settlements on restricted stock awards	**(14,506)**	—
Repurchase of common stock	**(26,552)**	—
Net cash (used in) provided by financing activities	**(39,549)**	10,352
Effects of foreign currency exchange rates on cash and cash equivalents	**(256)**	(9,546)
Net decrease in cash and cash equivalents	**(75,879)**	(37,948)
Cash and cash equivalents, beginning of year	**911,120**	935,400
Cash and cash equivalents, end of period	**$ 835,241**	$ 897,452

See accompanying Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

(Dollars in thousands, except share and per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Take-Two Interactive Software, Inc. (the "Company," "we," "us," or similar pronouns) was incorporated in the state of Delaware in 1993. We are 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 designed for console systems and personal computers, including smart phones and tablets, and are delivered through physical retail, digital download, online platforms and cloud streaming services.

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements are unaudited and include the accounts of the Company and its wholly-owned subsidiaries and, in the opinion of management, reflect all normal and recurring adjustments necessary for the fair presentation of our financial position, results of operations and cash flows. Interim results may not be indicative of the results that may be expected for the full fiscal year. All material inter-company accounts and transactions have been eliminated in consolidation. The preparation of these Condensed Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in these Condensed Consolidated Financial Statements and accompanying notes. As permitted under generally accepted accounting principles in the United States, interim accounting for certain expenses, including income taxes, are based on full year assumptions when appropriate. Actual results could differ materially from those estimates.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although we believe that the disclosures are adequate to make the information presented not misleading. These Condensed Consolidated Financial Statements and accompanying notes should be read in conjunction with our annual consolidated financial statements and the notes thereto, included in our Annual Report on Form 10-K for the year ended March 31, 2015.

Certain immaterial reclassifications have been made to prior period amounts to conform to the current period presentation.

Recently Issued or Adopted Accounting Pronouncements

Measurement of Financial Assets and Liabilities

The Financial Accounting Standards Board ("FASB") recently issued Accounting Standards Update ("ASU") 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." This new guidance requires an entity to: (i) measure equity investments at fair value through net income, with certain exceptions; (ii) present in other comprehensive income the changes in instrument-specific credit risk for financial liabilities measured using the fair value option; (iii) present financial assets and financial liabilities by measurement category and form of financial asset; (iv) calculate the fair value of financial instruments for disclosure purposes based on an exit price; and (v) assess a valuation allowance on deferred tax assets related to unrealized losses of available-for-sale debt securities in combination with other deferred tax assets. It provides an election to subsequently

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

measure certain nonmarketable equity investments at cost less any impairment and adjusted for certain observable price changes, and also requires a qualitative impairment assessment of such equity investments and amends certain fair value disclosure requirements. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is not permitted. An entity will record a cumulative-effect adjustment to beginning retained earnings as of the beginning of the first reporting period in which the guidance is adopted, with two exceptions. The amendments related to equity investments without readily determinable fair values (including disclosure requirements) will be effective prospectively. The requirement to use the exit price notion to measure the fair value of financial instruments for disclosure purposes will also be applied prospectively. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Classification of Deferred Taxes

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes." This new guidance simplifies the balance sheet classification of deferred taxes by requiring all deferred taxes to be presented as noncurrent assets or liabilities. This update can be applied either retrospectively or prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. The adoption of this new guidance is not expected to have a material effect on our Consolidated Financial Statements.

Measurement of Inventory

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory." This new guidance requires the measurement of inventory to be reflected at the lower of cost or net realizable value for inventories measured using any method other than last-in-first-out or the retail inventory method. Currently, we value our inventory at the lower of weighted average cost or market. This update will be applied prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Internal-Use Software

In April 2015, the FASB issued ASU 2015-05, "Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." This update provides guidance for customers to determine whether cloud computing arrangements include software licenses. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. This update can be applied prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company) and early adoption is

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

permitted. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Presentation of Debt Issuance Costs

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" ("AUS 2015-03").This new guidance requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability. This update will be applied retrospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company). Early adoption is permitted.

We adopted ASU 2015-03 effective October 1, 2015. The adoption of ASU 2015-03 had no impact on our Condensed Consolidated Statement of Operations and Condensed Consolidated Statement of Cash Flows, and had the following impact to our December 31, 2015 Condensed Consolidated Balance Sheet and our previously reported March 31, 2015 Consolidated Balance Sheet:

		March 31, 2015		
	December 31, 2015 Effect of Change	Originally Reported	As Adjusted	Effect of Change
Prepaid expenses and other	$ (1,331)	$ 55,506	$ 54,057	$ (1,449)
Other assets	(604)	13,745	12,167	(1,578)
Long-term debt	(1,935)	476,057	473,030	(3,027)

Revenue from Contracts with Customers

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, as a new Topic, Accounting Standards Codification Topic 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance can be adopted retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. In July 2015, the FASB voted to defer the effective date by one year to annual and interim years beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is permitted, but no earlier than the original effective date of annual and interim periods beginning after December 15, 2016 (April 1, 2017 for the Company). The Company is currently determining its implementation approach and evaluating the impact of adopting this update on its Consolidated Financial Statements.

Requirements for Reporting Discontinued Operations

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This new guidance raises the threshold for a disposal to qualify as discontinued operations and requires new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. Under the new standard, companies report discontinued operations when they have a disposal that represents a strategic shift that has or will have a major impact on operations or financial results. This update was applied

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

prospectively beginning April 1, 2015 and did not have an impact on our Consolidated Financial Statements.

2. MANAGEMENT AGREEMENT

In March 2007, we entered into a management services agreement, which was renewed in May 2011 (as amended, the "2011 Management Agreement") with ZelnickMedia Corporation ("ZelnickMedia") pursuant to which ZelnickMedia provided us with certain management, consulting and executive level services. In March 2014, we entered into a new management agreement, (the "2014 Management Agreement"), with ZelnickMedia pursuant to which ZelnickMedia continues to provide financial and management consulting services to the Company through March 31, 2019. The 2014 Management Agreement became effective April 1, 2014 and supersedes and replaces the 2011 Management Agreement, except as otherwise contemplated by the 2014 Management Agreement. As part of the 2014 Management Agreement, Strauss Zelnick, the President of ZelnickMedia, continues to serve as Executive Chairman and Chief Executive Officer and Karl Slatoff, a partner of ZelnickMedia, continues to serve as President of the Company. The 2014 Management Agreement provides for an annual management fee of $2,970 over the term of the agreement and a maximum annual bonus opportunity of $4,752 over the term of the agreement, based on the Company achieving certain performance thresholds. In consideration for ZelnickMedia's services, we recorded consulting expense (a component of general and administrative expenses) of $1,931 and $3,119 during the three months ended December 31, 2015 and 2014, respectively and $5,792 during each of the nine months ended December 31, 2015 and 2014.

In April 2011, pursuant to the 2011 Management Agreement, we granted 1,100,000 shares of restricted stock to ZelnickMedia that vested annually through May 15, 2015 and 1,650,000 shares of market-based restricted stock that were eligible to vest through May 26, 2015, based on the Company's Total Shareholder Return (as defined in the relevant grant agreements) relative to the Total Shareholder Return of the companies that constitute the NASDAQ Composite Index measured annually on a cumulative basis. To earn all of the shares of market-based restricted stock, the Company must have performed at the 75th percentile, or top quartile, of the NASDAQ Composite Index. None of the shares of restricted stock granted pursuant to the 2011 Management Agreement remained unvested as of December 31, 2015. For the three months ended December 31, 2014, we recorded stock-based compensation expenses (a component of general and administrative expenses) of $11,239 and for the nine months ended December 31, 2015 and 2014, we recorded stock-based compensation expenses (a component of general and administrative expenses) of $3,971 and $19,045, respectively, in each case related to the shares of restricted stock granted pursuant to the 2011 Management Agreement.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

2. MANAGEMENT AGREEMENT (Continued)

In connection with the 2014 Management Agreement, we granted 525,591 and 619,490 restricted stock units to ZelnickMedia on May 20, 2015 and April 1, 2014, respectively, as follows:

	Nine Months Ended December 31,	
	2015	**2014**
Time-based	**151,575**	178,654
Market-based(1)	**280,512**	330,628
Performance-based(1)		
New IP	**46,752**	55,104
Major IP	**46,752**	55,104
Total- Performance-based	**93,504**	110,208
Total Restricted Stock Units	**525,591**	619,490

(1) Represents the maximum number of shares eligible to vest.

Time-based restricted stock units granted on April 1, 2014 will vest on April 1, 2016 and those granted on May 20, 2015 will vest on April 1, 2017, in each case provided that the 2014 Management Agreement has not been terminated prior to such vesting date. Market-based restricted stock units are eligible to vest based on the Company's Total Shareholder Return (as defined in the relevant grant agreement) relative to the Total Shareholder Return (as defined in the relevant grant agreement) of the companies that constitute the NASDAQ Composite Index as of the grant date measured over a two-year period. To earn the target number of market-based restricted stock units (which represents 50% of the number of the market-based restricted stock units set forth in the table above), the Company must perform at the 50th percentile, with the maximum number of market-based restricted stock units earned if the Company performs at the 75th percentile. Each reporting period, we re-measure the fair value of the unvested shares of market-based restricted stock units granted to ZelnickMedia. We also granted performance-based restricted stock units, of which 50% are tied to "New IP" and 50% to "Major IP" (as defined in the relevant grant agreement), that are eligible to vest based on the Company's achievement of certain performance metrics (as defined in the relevant grant agreement) of individual product releases of "New IP" or "Major IP" measured over a two-year period. The target number of performance-based restricted stock units that may be earned pursuant to these grants is equal to 50% of the grant amounts set forth in the above table (which represents the maximum number of performance-based restricted stock units that may be earned). Each reporting period, we assess the performance metric and upon achievement of certain thresholds record an expense for the unvested portion of the shares of performance-based restricted stock units. Certain performance metrics, based on unit sales, have been achieved for the "New IP" and "Major IP" performance-based restricted stock units granted on April 1, 2014 and May 20, 2015.

For the three months ended December 31, 2015 and 2014 we recorded stock-based compensation expenses (a component of general and administrative expenses) of $8,450 and $2,495, respectively, and for the nine months ended December 31, 2015 and 2014 we recorded stock-based compensation expenses (a component of general and administrative expenses) of $16,737 and $5,074, respectively, in each case related to the restricted stock units granted pursuant to the 2014 Management Agreement.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

2. MANAGEMENT AGREEMENT (Continued)

The unvested portion of time-based, market-based and performance-based restricted stock units granted pursuant to the 2014 Management Agreement as of December 31, 2015 and March 31, 2015 was 1,145,081 and 619,490, respectively.

3. FAIR VALUE MEASUREMENTS

The carrying amounts of our financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities, approximate fair value because of their short maturities. We consider all highly liquid instruments purchased with original maturities of three months or less to be cash equivalents. Our restricted cash balance is primarily related to a dedicated account limited to the payment of certain royalty obligations.

We follow a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The three levels of inputs used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than quoted prices included in Level 1, such as quoted prices for markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The table below segregates all assets that are measured at fair value on a recurring basis (which is measured at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

	December 31, 2015	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Balance Sheet Classification
Money market funds	$ 561,779	$ 561,779	$ —	$ —	Cash and cash equivalents
Bank-time deposits	6,700	6,700	—	—	Cash and cash equivalents
Corporate bonds	105,000	—	105,000	—	Short-term investments
Bank-time deposits	274,440	274,440	—	—	Short-term investments
Foreign currency forward contracts	15	—	15	—	Prepaid expenses and other
Foreign currency forward contracts	(11)	—	(11)	—	Accrued and other current liabilities
Total recurring fair value measurements, net	$ 947,923	$ 842,919	$ 105,004	$ —	

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

3. FAIR VALUE MEASUREMENTS (Continued)

	March 31, 2015	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Balance Sheet Classification
Money market funds	$ 544,334	$ 544,334	$ —	$ —	Cash and cash equivalents
Bank-time deposits	79,852	79,852	—	—	Cash and cash equivalents
Corporate bonds	99,429	—	99,429	—	Short-term investments
Bank-time deposits	87,500	87,500	—	—	Short-term investments
Foreign currency forward contracts	587	—	587	—	Prepaid expenses and other
Total recurring fair value measurements, net	$ 811,702	$ 711,686	$ 100,016	$ —	

The Company did not have any transfers between Level 1 and Level 2 fair value measurements during the nine months ended December 31, 2015.

Debt

As of December 31, 2015, the estimated fair value of the Company's 1.75% Convertible Notes due 2016 (the "1.75% Convertible Notes") and 1.00% Convertible Notes due 2018 (the "1.00% Convertible Notes" and together with the 1.75% Convertible Notes, the "Convertible Notes") was $457,025 and $478,745, respectively. The fair value was determined using Level 2 inputs, observable market data, for the Convertible Notes and its embedded option feature. See Note 9 for additional information regarding our Convertible Notes.

4. SHORT-TERM INVESTMENTS

Our short-term investments consisted of the following:

	December 31, 2015			
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Short-term investments				
Bank time deposits	$ 274,440	$ —	$ —	$ 274,440
Available-for-sale securities:				
Corporate bonds	105,158	—	(158)	105,000
Total short-term investments	$ 379,598	$ —	$ (158)	$ 379,440

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

4. SHORT-TERM INVESTMENTS (Continued)

	March 31, 2015			
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Short-term investments				
Bank time deposits	$ 87,500	$ —	$ —	$ 87,500
Available-for-sale securities:				
Corporate bonds	99,454	39	(64)	99,429
Total short-term investments	$ 186,954	$ 39	$ (64)	$ 186,929

Unrealized gains and losses of the Company's available-for-sale securities are reported as a component of other comprehensive income (loss), net of tax, until the security is sold, the security has matured, or the Company determines that the fair value of the security has declined below its adjusted cost basis and the decline is other-than-temporary. We evaluate our investments for impairment quarterly. The Company considers various factors in the review of investments with an unrealized loss, including the credit quality of the issuer, the duration that the fair value has been less than the adjusted cost basis, the severity of the impairment, the reason for the decline in value and our intent to sell and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. Based on our review, we did not consider these investments to be other-than-temporarily impaired as of December 31, 2015.

The following table summarizes the contracted maturities of our short-term investments at December 31, 2015:

	December 31, 2015	
	Amortized Cost	Fair Value
Short-term investments		
Due in 1 year or less	$ 372,880	$ 372,745
Due in 1 - 2 years	6,718	6,695
Total short-term investments	$ 379,598	$ 379,440

5. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Hedging Activities

We transact business in various foreign currencies and have significant sales and purchase transactions denominated in foreign currencies, subjecting us to foreign currency exchange rate risk. From time to time, we use hedging programs in an effort to mitigate the effect of foreign currency exchange rate movements.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

5. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)

Balance Sheet Hedging Activities

We use foreign currency forward contracts to mitigate foreign currency exchange rate risk associated with non-functional currency denominated cash balances and inter-company funding loans, non-functional currency denominated accounts receivable and non-functional currency denominated accounts payable. These transactions are not designated as hedging instruments and are accounted for as derivatives whereby the fair value of the contracts is reported as either assets or liabilities on our Condensed Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in interest and other, net, in our Condensed Consolidated Statements of Operations. The Company classifies cash flows from its derivative transactions as cash flows provided by (used in) operating activities in the Condensed Consolidated Statements of Cash Flows. We do not enter into derivative financial contracts for speculative or trading purposes. All foreign currency forward contracts have maturities of less than one year. The following table shows the gross notional amounts of foreign currency forward contracts:

	December 31, 2015	March 31, 2015
Forward contracts to sell foreign currencies	**$ 54,294**	$ 72,488
Forward contracts to purchase foreign currencies	**$ 2,205**	4,097

For the three months ended December 31, 2015 and 2014, we recorded a gain of $1,230 and $7,702, respectively, and for the nine months ended December 31, 2015 and 2014, we recorded a gain of $908 and $7,270, respectively, related to foreign currency forward contracts in interest and other, net on the Condensed Consolidated Statements of Operations.

6. INVENTORY

Inventory balances by category are as follows:

	December 31, 2015	March 31, 2015
Finished products	**$ 17,980**	$ 17,229
Parts and supplies	**2,227**	2,822
Inventory	**$ 20,207**	$ 20,051

Estimated product returns included in inventory at December 31, 2015 and March 31, 2015 were $624 and $921, respectively.

(Dollars in thousands, except share and per share amounts)

7. SOFTWARE DEVELOPMENT COSTS AND LICENSES

Details of our capitalized software development costs and licenses are as follows:

	December 31, 2015		March 31, 2015	
	Current	Non-current	Current	Non-current
Software development costs, internally developed	**$ 145,525**	**$ 127,107**	$ 54,225	$ 116,026
Software development costs, externally developed	**66,469**	**40,275**	102,713	8,303
Licenses	**2,546**	**—**	6,447	—
Software development costs and licenses	**$ 214,540**	**$ 167,382**	$ 163,385	$ 124,329

Software development costs and licenses as of December 31, 2015 and March 31, 2015 included $300,689 and $211,248, respectively, related to titles that have not been released. During the three months ended December 31, 2014 we recorded $14,297 of software development impairment charges (a component of cost of goods sold). During the nine months ended December 31, 2015 and 2014 we recorded $2,133 and $14,297, respectively, of software development impairment charges (a component of cost of goods sold).

8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	December 31, 2015	March 31, 2015
Software development royalties	**$ 351,959**	$ 307,953
Business reorganization	**66,607**	—
Compensation and benefits	**52,547**	47,763
Licenses	**38,317**	23,974
Marketing and promotions	**44,188**	21,708
Other	**49,995**	43,340
Accrued expenses and other current liabilities	**$ 603,613**	$ 444,738

9. DEBT

Credit Agreement

In August 2014, we entered into a Third Amendment to the Second Amended and Restated October 2011 Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for borrowings of up to $100,000 which may be increased by up to $40,000 pursuant to the terms of the Credit Agreement, and is secured by substantially all of our assets and the equity of our subsidiaries. The Credit Agreement expires on August 18, 2019. Revolving loans under the Credit Agreement bear interest at our election of (a) 0.50% to 1.00% above a certain base rate (4.00% at December 31, 2015), or (b) 1.50% to 2.00% above the LIBOR Rate (approximately 1.92% at December 31, 2015), with the margin rate subject to the achievement of certain average liquidity levels. We are also required to pay a monthly fee on the unused available balance, ranging from 0.25% to 0.375% based on availability. We had no outstanding borrowings at December 31, 2015 and March 31, 2015.

(Dollars in thousands, except share and per share amounts)

9. DEBT (Continued)

Availability under the Credit Agreement is restricted by our United States and United Kingdom based accounts receivable and inventory balances. The Credit Agreement also allows for the issuance of letters of credit in an aggregate amount of up to $5,000.

Information related to availability on our Credit Agreement is as follows:

	December 31, 2015	March 31, 2015
Available borrowings	**$ 98,335**	$ 98,335
Outstanding letters of credit	**1,664**	1,664

We recorded interest expense and fees related to the Credit Agreement of $111 for each of the three months ended December 31, 2015 and 2014, and $332 and $408 for the nine months ended December 31, 2015 and 2014, respectively. The Credit Agreement contains covenants that substantially limit us and our subsidiaries' ability to: create, incur, assume or be liable for indebtedness; dispose of assets outside the ordinary course of business; acquire, merge or consolidate with or into another person or entity; create, incur or allow any lien on any of their respective properties; make investments; or pay dividends or make distributions (each subject to certain limitations); or optionally prepay any indebtedness (subject to certain exceptions, including an exception permitting the redemption of the Company's unsecured convertible senior notes upon the meeting of certain minimum liquidity requirements). In addition, the Credit Agreement provides for certain events of default such as nonpayment of principal and interest, breaches of representations and warranties, noncompliance with covenants, acts of insolvency, default on indebtedness held by third parties and default on certain material contracts (subject to certain limitations and cure periods). The Credit Agreement also contains a requirement that we maintain an interest coverage ratio of more than one to one for the trailing twelve month period, if certain average liquidity levels fall below $30,000. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the Credit Agreement.

1.75% Convertible Notes Due 2016

On November 16, 2011, we issued $250,000 aggregate principal amount of 1.75% Convertible Notes due 2016. The issuance of the 1.75% Convertible Notes included $30,000 related to the exercise of an over-allotment option by the underwriters. Interest on the 1.75% Convertible Notes is payable semi-annually in arrears on June 1st and December 1st of each year, commencing on June 1, 2012. The 1.75% Convertible Notes mature on December 1, 2016, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.75% Convertible Notes prior to maturity.

The 1.75% Convertible Notes are convertible at an initial conversion rate of 52.3745 shares of our common stock per $1 principal amount of 1.75% Convertible Notes (representing an initial conversion price of approximately $19.093 per share of common stock for a total of approximately 13,094,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.75% Convertible Notes at their option prior to the close of business on the business day immediately preceding June 1, 2016, only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2012, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

9. DEBT (Continued)

last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per $1 principal amount of 1.75% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after June 1, 2016 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.75% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.75% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended December 31, 2015. Accordingly, as of January 1, 2016 the 1.75% Convertible Notes may be converted at the holder's option through March 31, 2016. Our current intent and ability, given our option, would be to settle the 1.75% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.75% Convertible Notes as long-term debt.

Upon the occurrence of certain fundamental changes involving the Company, holders of the 1.75% Convertible Notes may require us to purchase all or a portion of their 1.75% Convertible Notes for cash at a price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest (including additional interest, if any) to, but excluding, the fundamental change purchase date.

The indenture governing the 1.75% Convertible Notes contains customary terms and covenants and events of default. If an event of default (as defined therein) occurs and is continuing, the Trustee by notice to the Company, or the holders of at least 25% in aggregate principal amount of the 1.75% Convertible Notes then outstanding by notice to the Company and the Trustee, may, and the Trustee at the request of such holders shall, declare 100% of the principal of and accrued and unpaid interest (including additional interest, if any) on all the 1.75% Convertible Notes to be due and payable. In the case of an event of default arising out of certain bankruptcy events, 100% of the principal of and accrued and unpaid interest (including additional interest, if any), on the 1.75% Convertible Notes will automatically become due and payable immediately. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.75% Convertible Notes.

The 1.75% Convertible Notes are senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the 1.75% Convertible Notes; equal in right of payment to our existing and future indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness incurred by our subsidiaries.

We separately account for the liability and equity components of the 1.75% Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate when interest expense is recognized in subsequent periods. As of the date of issuance of our 1.75% Convertible Notes, we estimated the fair value to be $197,373, assuming a 6.9% non-convertible borrowing rate. We determined the carrying amount of the equity component to be $52,627 by deducting the fair value of the liability component from the par value of the 1.75% Convertible Notes. The excess of the principal

(Dollars in thousands, except share and per share amounts)

9. DEBT (Continued)

amount of the liability component over its carrying amount is amortized to interest and other, net over the term of the 1.75% Convertible Notes using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the $6,875 of banking, legal and accounting fees related to the issuance of the 1.75% Convertible Notes, we allocated $5,428 to the liability component and $1,447 to the equity component. Debt issuance costs attributable to the liability component are being amortized to interest and other, net over the term of the 1.75% Convertible Notes, and issuance costs attributable to the equity component were netted with the equity component in additional paid-in capital.

As of December 31, 2015 and March 31, 2015, the if-converted value of our 1.75% Convertible Notes exceeded the principal amount of $250,000 by $206,195 and $83,373, respectively.

The following table provides additional information related to our 1.75% Convertible Notes:

	December 31, 2015	March 31, 2015
Additional paid-in capital	**$ 51,180**	$ 51,180
Principal amount of 1.75% Convertible Notes	**$ 250,000**	$ 250,000
Unamortized discount of the liability component	**10,928**	19,386
Carrying amount of debt issuance costs	**904**	1,662
Net carrying amount of 1.75% Convertible Notes	**$ 238,168**	$ 228,952

The following table provides the components of interest expense related to our 1.75% Convertible Notes:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2015	2014	2015	2014
Cash interest expense (coupon interest expense)	**$ 1,094**	$ 1,094	**$ 3,281**	$ 3,282
Non-cash amortization of discount on 1.75% Convertible Notes	**2,867**	2,682	**8,458**	7,913
Amortization of debt issuance costs	**250**	262	**758**	795
Total interest expense related to 1.75% Convertible Notes	**$ 4,211**	$ 4,038	**$ 12,497**	$ 11,990

1.00% Convertible Notes Due 2018

On June 18, 2013, we issued $250,000 aggregate principal amount of 1.00% Convertible Notes due 2018. The 1.00% Convertible Notes were issued at 98.5% of par value for proceeds of $246,250. Interest on the 1.00% Convertible Notes is payable semi-annually in arrears on July 1st and January 1st of each year, commencing on January 1, 2014. The 1.00% Convertible Notes mature on July 1, 2018, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.00% Convertible Notes prior to maturity. The Company also granted the underwriters a 30-day option to purchase up to an additional $37,500 principal amount of 1.00% Convertible Notes to cover overallotments, if any. On July 17, 2013, the Company closed its public

9. DEBT (Continued)

offering of $37,500 principal amount of the Company's 1.00% Convertible Notes as a result of the underwriters exercising their overallotment option in full on July 12, 2013, bringing the total proceeds to $283,188.

The 1.00% Convertible Notes are convertible at an initial conversion rate of 46.4727 shares of our common stock per $1 principal amount of 1.00% Convertible Notes (representing an initial conversion price of approximately $21.52 per share of common stock for a total of approximately 13,361,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.00% Convertible Notes at their option prior to the close of business on the business day immediately preceding January 1, 2018, only under the following circumstances: (1) during any fiscal quarter commencing after September 30, 2013, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per $1 principal amount of 1.00% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after January 1, 2018 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.00% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.00% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended December 31, 2015. Accordingly, as of January 1, 2016 the 1.00% Convertible Notes may be converted at the holder's option through March 31, 2016. Our current intent and ability, given our option, would be to settle the 1.00% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.00% Convertible Notes as long-term debt.

Upon the occurrence of certain fundamental changes involving the Company, holders of the 1.00% Convertible Notes may require us to purchase all or a portion of their 1.00% Convertible Notes for cash at a price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest (including additional interest, if any) to, but excluding, the fundamental change purchase date.

The indenture governing the 1.00% Convertible Notes contains customary terms and covenants and events of default. If an event of default (as defined therein) occurs and is continuing, the Trustee by notice to the Company, or the holders of at least 25% in aggregate principal amount of the 1.00% Convertible Notes then outstanding by notice to the Company and the Trustee, may, and the Trustee at the request of such holders shall, declare 100% of the principal of and accrued and unpaid interest (including additional interest, if any) on all the 1.00% Convertible Notes to be due and payable. In the case of an event of default arising out of certain bankruptcy events, 100% of the principal of and accrued and unpaid interest (including additional interest, if any), on the 1.00% Convertible Notes will automatically become due and payable immediately. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.00% Convertible Notes.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

9. DEBT (Continued)

The 1.00% Convertible Notes are senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the 1.00% Convertible Notes; equal in right of payment to our existing and future indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness incurred by our subsidiaries.

We separately account for the liability and equity components of the 1.00% Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate. We estimated the fair value of the 1.00% Convertible Notes to be $225,567 upon issuance of our 1.00% Convertible Notes, assuming a 6.15% nonconvertible borrowing rate. We determined the carrying amount of the equity component to be $57,621 by deducting the fair value of the liability component from the net proceeds of the 1.00% Convertible Notes. The excess of the principal amount of the liability component over its carrying amount is amortized to interest and other, net over the term of the 1.00% Convertible Notes using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the $2,815 of banking, legal and accounting fees related to the issuance of the 1.00% Convertible Notes, we allocated $2,209 to the liability component and $606 to the equity component. Debt issuance costs attributable to the liability component are being amortized to interest and other, net over the term of the 1.00% Convertible Notes, and issuance costs attributable to the equity component were netted with the equity component in additional paid-in capital.

As of December 31, 2015 and March 31, 2015, the if-converted value of our 1.00% Convertible Notes exceeded the principal amount of $287,500 by $177,997 and $52,671, respectively.

The following table provides additional information related to our 1.00% Convertible Notes:

	December 31, 2015	March 31, 2015
Additional paid-in capital	**$ 35,784**	$ 35,784
Principal amount of 1.00% Convertible Notes	**$ 287,500**	$ 287,500
Unamortized discount of the liability component	**33,061**	42,057
Carrying amount of debt issuance costs	**1,031**	1,365
Net carrying amount of 1.00% Convertible Notes	**$ 253,408**	$ 244,078

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

9. DEBT (Continued)

The following table provides the components of interest expense related to our 1.00% Convertible Notes:

	Three Months Ended December 31, 2015	Three Months Ended December 31, 2014	Nine Months Ended December 31, 2015	Nine Months Ended December 31, 2014
Cash interest expense (coupon interest expense)	**$ 719**	$ 719	**$ 2,156**	$ 2,156
Non-cash amortization of discount on 1.00% Convertible Notes	**3,043**	2,868	**8,996**	8,477
Amortization of debt issuance costs	**110**	116	**334**	352
Total interest expense related to 1.00% Convertible Notes	**$ 3,872**	$ 3,703	**$ 11,486**	$ 10,985

10. EARNINGS (LOSS) PER SHARE ("EPS")

The following table sets forth the computation of basic and diluted earnings (loss) per share (shares in thousands):

	Three Months Ended December 31, 2015	Three Months Ended December 31, 2014	Nine Months Ended December 31, 2015	Nine Months Ended December 31, 2014
Computation of Basic earnings (loss) per share:				
Net (loss) income	**$ (42,413)**	$ 40,093	**$ (54,701)**	$ (36,679)
Less: net income allocated to participating securities	**—**	(3,127)	**—**	—
Net income (loss) for basic earnings (loss) per share calculation	**$ (42,413)**	$ 36,966	**$ (54,701)**	$ (36,679)
Total weighted average shares outstanding—basic	**83,426**	87,483	**83,338**	80,128
Less: weighted average participating shares outstanding	**—**	(6,824)	**—**	—
Weighted average common shares outstanding—basic	**83,426**	80,659	**83,338**	80,128
Basic earnings (loss) per share	**$ (0.51)**	$ 0.46	**$ (0.66)**	$ (0.46)
Computation of Diluted earnings (loss) per share:				
Net income (loss)	**$ (42,413)**	$ 40,093	**$ (54,701)**	$ (36,679)
Less: net income allocated to participating securities	**—**	(2,401)	**—**	—
Add: interest expense, net of tax, on Convertible Notes	**—**	7,199	**—**	—
Net income (loss) for diluted EPS calculation	**$ (42,413)**	$ 44,891	**$ (54,701)**	$ (36,679)
Weighted average common shares outstanding—basic	**83,426**	80,659	**83,338**	80,128
Add: dilutive effect of common stock equivalents	**—**	26,455	**—**	—
Total weighted average shares outstanding—diluted	**83,426**	107,114	**83,338**	80,128
Diluted earnings (loss) per share	**$ (0.51)**	$ 0.42	**$ (0.66)**	$ (0.46)

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

10. EARNINGS (LOSS) PER SHARE ("EPS") (Continued)

The Company incurred a net loss for the three and nine months ended December 31, 2015 and 2014; therefore, the basic and diluted weighted average shares outstanding excluded the effect of the unvested share-based awards that are considered participating securities and all common stock equivalents because their effect would be antidilutive.

Certain of our unvested restricted stock awards (including restricted stock units, time-based and market-based restricted stock awards) are considered participating securities since these securities have non-forfeitable rights to dividends or dividend equivalents during the contractual period of the award, and thus require the two-class method of computing EPS. For the three months ended December 31, 2014, the calculation of EPS for common stock shown above excludes the income attributable to the participating securities from the numerator and excludes the dilutive effect of those awards from the denominator. For the three and nine months ended December 31, 2015, we had approximately 3,143,000 participating securities and for the nine months ended December 31, 2014, we had approximately 6,536,000 participating securities which are excluded from the EPS calculation due to the net loss for those periods.

The Company defines common stock equivalents as non-participating restricted stock awards and common stock equivalents underlying the Convertible Notes (see Note 9) outstanding during the period. Common stock equivalents are measured using the treasury stock method, except for the Convertible Notes, which are assessed for their effect on diluted EPS using the more dilutive of the treasury stock method or the if-converted method. Under the provisions of the if-converted method, the Convertible Notes are assumed to be converted and included in the denominator of the EPS calculation and the interest expense, net of tax, recorded in connection with the Convertible Notes is added back to the numerator.

For the three months ended December 31, 2015, we issued approximately 428,000 of unvested restricted stock awards and canceled approximately 20,000 of unvested restricted stock awards and for the nine months ended December 31, 2015, we issued approximately 2,101,000 of unvested restricted stock awards and canceled approximately 227,000 of unvested restricted stock awards. Beginning with the first quarter of fiscal 2016, upon the vesting of certain restricted stock awards employees have the option to have the Company withhold shares to satisfy the employee's federal and state tax withholding requirements.

TAKE-TWO INTERACTIVE SOFTWARE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited) (Continued)

(Dollars in thousands, except share and per share amounts)

11. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table provides the components of accumulated other comprehensive income (loss):

	Nine Months Ended December 31, 2015			
	Foreign currency translation adjustments	Unrealized gain (loss) on derivative instruments(1)	Unrealized gain (loss) on available-for-sales securities(2)	Total
Balance at March 31, 2015	$ (31,216)	$ 617	$ (25)	$ (30,624)
Other comprehensive income (loss) before reclassifications	(3,961)	—	(159)	(4,120)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(17)	26	9
Balance at December 31, 2015	$ (35,177)	$ 600	$ (158)	$ (34,735)

(1) Amounts reclassified from Accumulated other comprehensive income (loss) are included in Cost of goods sold in the Condensed Consolidated Statement of Operations.

(2) Amounts reclassified from Accumulated other comprehensive income (loss) are included in Interest and other, net in the Condensed Consolidated Statement of Operations.

	Nine Months Ended December 31, 2014			
	Foreign currency translation adjustments	Unrealized gain (loss) on derivative instruments	Unrealized gain (loss) on available-for-sales securities	Total
Balance at March 31, 2014	$ 1,531	$ 585	$ —	$ 2,116
Other comprehensive income (loss) before reclassifications	(19,512)	32	(179)	(19,659)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	—	—
Balance at December 31, 2014	$ (17,981)	$ 617	$ (179)	$ (17,543)

12. SEGMENT AND GEOGRAPHIC INFORMATION

We are a publisher of interactive software games designed for console systems and personal computers, including smart phones and tablets, which are delivered through physical retail, digital download, online platforms and cloud streaming services. Our business consists of our Rockstar Games and 2K labels, which represent a single operating segment, the "publishing segment". Our publishing segment is based upon our internal organizational structure, the manner in which our operations are managed and the criteria used by our Chief Executive Officer, our Chief Operating Decision Maker ("CODM") to evaluate performance. Our operations involve similar products and customers worldwide. We are centrally managed and the CODM primarily uses consolidated financial information supplemented by sales information by product category, major product title and platform to make operational decisions and assess financial performance. Revenue earned from our publishing segment is

(Dollars in thousands, except share and per share amounts)

12. SEGMENT AND GEOGRAPHIC INFORMATION (Continued)

primarily derived from the sale of internally developed software titles and software titles developed on our behalf by third-parties.

We attribute net revenue to geographic regions based on product destination. Net revenue by geographic region was as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
Net revenue by geographic region:	**2015**	**2014**	**2015**	**2014**
United States	**$ 218,386**	$ 334,257	**$ 546,926**	$ 458,423
Europe	**142,326**	127,600	**362,059**	215,743
Asia Pacific	**28,429**	46,417	**68,913**	65,441
Canada and Latin America	**25,080**	22,873	**58,594**	43,242
Total net revenue	**$ 414,221**	$ 531,147	**$ 1,036,492**	$ 782,849

Net revenue by product platform was as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
Net revenue by product platform:	**2015**	**2014**	**2015**	**2014**
Console	**$ 355,235**	$ 443,093	**$ 878,838**	$ 620,547
PC and other	**58,986**	88,054	**157,654**	162,302
Total net revenue	**$ 414,221**	$ 531,147	**$ 1,036,492**	$ 782,849

Our products are delivered through physical retail and digital online services (digital download, online platforms and cloud streaming). Net revenue by distribution channel was as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
Net revenue by distribution channel:	**2015**	**2014**	**2015**	**2014**
Physical retail and other	**$ 267,772**	$ 381,307	**$ 533,632**	$ 472,162
Digital online	**146,449**	149,840	**502,860**	310,687
Total net revenue	**$ 414,221**	$ 531,147	**$ 1,036,492**	$ 782,849

13. BUSINESS REORGANIZATION

During the three and nine months ended December 31, 2015, the Company incurred business reorganization expenses of $71,172 due primarily to employee separation costs in connection with reorganizing one development studio and closing two development studios. Through December 31, 2015, the Company has paid $4,565 related to these reorganization activities and $66,607 remains accrued for in Accrued expenses and other current liabilities. The Company may incur additional charges related to these reorganization activities of up to $8,000.

14. COMMITMENTS AND CONTINGENCIES

At December 31, 2015, we did not have any significant changes to our commitments since March 31, 2015. See Note 11 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended March 31, 2015 for more information regarding our commitments.

Legal and Other Proceedings

We are, or may become, subject to demands and claims (including intellectual property claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial statements. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

15. SHARE REPURCHASE

Share Repurchase Program

On May 13, 2015, our Board of Directors approved an increase of 6,717,683 shares to our share repurchase program, increasing the total number of shares that we are permitted to repurchase to 14,217,683 shares of our common stock. During the three months ended December 31, 2015, we did not repurchase any shares of our common stock and during the nine months ended December 31, 2015, we repurchased 953,647 shares of our common stock in the open market for $26,552, including commissions of $10, as part of the program. We have repurchased a total of 5,171,330 shares of our common stock under this program and as of December 31, 2015, 9,046,353 shares of our common stock remain available for repurchase under the Company's share repurchase program.

The Company is authorized to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, the Company's financial performance and other conditions. The program may be suspended or discontinued at any time for any reason.

16. INCOME TAXES

As a result of recent tax legislation, in the United Kingdom, video game developers became eligible to claim certain tax deductions on applicable video games. During the current quarter, the Company recognized a discrete tax benefit of $26,402 from such deductions for a qualified title relating to a prior period. The Company estimates a net tax benefit of approximately $12,000 with respect to the fiscal year ending March 31, 2016 and has included it as a component of the annual effective rate.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY NOTE ABOUT 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," "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 those contained herein, in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2015, in the section entitled "Risk Factors," and the Company's other periodic filings with the Securities and Exchange Commission. All forward-looking statements are qualified by these cautionary statements and speak 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.

Our Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is provided in addition to the accompanying Condensed Consolidated Financial Statements and notes to assist readers in understanding our results of operations, financial condition and cash flows. The following discussion should be read in conjunction with the MD&A and our annual consolidated financial statements and the notes thereto, included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2015.

Overview

Our Business

We are a leading developer, publisher and marketer of interactive entertainment for consumers around the globe. We develop and publish products through our two wholly-owned labels Rockstar Games and 2K. Our products are currently designed for console gaming systems such as Sony's PlayStation®3 ("PS3") and PlayStation®4 ("PS4") and Microsoft's Xbox 360® ("Xbox 360") and Xbox One® ("Xbox One"); and personal computers ("PC"), including smartphones and tablets. We deliver our products through physical retail, digital download, online platforms and cloud streaming services.

We endeavor to be the most creative, innovative and efficient company in our industry. Our core strategy is to capitalize on the popularity of video games by developing and publishing high-quality interactive entertainment experiences across a range of genres. We focus on building compelling entertainment franchises by publishing a select number of titles for which we can create sequels and incremental revenue opportunities through add-on content, microtransactions and online play. Most of our intellectual property is internally owned and developed, which we believe best positions us financially and competitively. We have established a portfolio of proprietary software content for the major hardware platforms in a wide range of genres, including action, adventure, family/casual, racing, role-playing, shooter, sports and strategy, which we distribute worldwide. We believe that our commitment to creativity and innovation is a distinguishing strength, enabling us to differentiate our products in the marketplace by combining advanced technology with compelling storylines and characters that provide unique gameplay experiences for consumers. We have created, acquired or licensed a group of highly recognizable brands to match the broad consumer demographics we serve, ranging from adults to children and game enthusiasts to casual gamers. Another cornerstone of our strategy is to support the success of our products in the marketplace through innovative marketing programs and global distribution on all platforms and through all channels that are relevant to our target audience.

Our revenue is primarily derived from the sale of internally developed software titles and software titles developed by third-parties for our benefit. Operating margins are dependent in part upon our ability to release new, commercially successful software products and to manage effectively their development costs. We have internal development studios located in Canada, China, Czech Republic, the United Kingdom, and the United States.

Software titles published by our Rockstar Games label are primarily internally developed. We expect Rockstar Games, our wholly-owned publisher of the *Grand Theft Auto*, *Max Payne*, *Midnight Club*, *Red Dead* and other popular franchises, to continue to be a leader in the action / adventure product category and to create groundbreaking entertainment by leveraging our existing titles as well as by developing new brands. We believe that Rockstar Games has established a uniquely original, popular cultural phenomenon with its *Grand Theft Auto* series, which is the interactive entertainment industry's most iconic and critically acclaimed brand and has sold-in over 235 million units. The latest installment, *Grand Theft Auto V*, was released on Sony's PS3 and Microsoft's Xbox 360 in September 2013, on Sony's PS4 and Microsoft's Xbox One in November 2014, and on PC in April 2015. *Grand Theft Auto V* includes access to *Grand Theft Auto Online*, which initially launched in October 2013. Rockstar Games is also well known for developing brands in other genres, including the *L.A. Noire*, *Bully* and *Manhunt* franchises. Rockstar Games continues to expand on our established franchises by developing sequels, offering downloadable episodes, content and virtual currency, and releasing titles for smartphones and tablets.

Our 2K label has published a variety of popular entertainment properties across all key platforms and across a range of genres including shooter, action, role-playing, strategy, sports and family/casual entertainment. We expect 2K to continue to develop new, successful franchises in the future. 2K's internally owned and developed franchises include the critically acclaimed, multi-million unit selling *BioShock*, *Mafia*, *Sid Meier's Civilization* and *XCOM* series. 2K also publishes successful externally developed franchises, such as *Borderlands* and *Evolve*. 2K's realistic sports simulation titles include our flagship *NBA 2K* series, which continues to be the top-ranked NBA basketball video game, and the *WWE 2K* professional wrestling series.

We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. 2K has secured a multi-year license from the NBA to develop an online version of our NBA simulation game in China, Taiwan, South Korea and Southeast Asia. In October 2012, *NBA 2K Online*, our free-to-play NBA simulation game co-developed by 2K and Tencent, launched commercially on the Tencent Games portal in China. In addition, in December 2015, *Civilization Online*, our free-to-play massively multiplayer online game developed by South Korean-based studio XLGAMES, had its commercial launch in Korea.

Trends and Factors Affecting our Business

Product Release Schedule. Our financial results are affected by the timing of our product releases and the commercial success of those titles. Our *Grand Theft Auto* products in particular have historically accounted for a significant portion of our revenue. *Grand Theft Auto* products generated 56.4% of the Company's net revenue for the nine months ended December 31, 2015. The timing of new *Grand Theft Auto* releases may affect our financial performance on a quarterly and annual basis.

Economic Environment and Retailer Performance. We continually monitor economic conditions that may unfavorably affect our businesses, such as deteriorating consumer demand, pricing pressure on our products, credit quality of our receivables, and foreign currency exchange rates. Our business is dependent upon a limited number of customers that account for a significant portion of our revenue. Our five largest customers accounted for 65.3% and 60.8% of net revenue during the nine months ended December 31, 2015 and 2014, respectively. As of December 31, 2015 and March 31, 2015, our five largest customers comprised 66.3% and 63.9% of our gross accounts receivable, respectively. We had three customers that accounted for 21.1%, 14.8% and 13.1% of our gross accounts receivable as of December 31, 2015 and three customers that accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of December 31, 2015 and March 31, 2015. The economic environment has affected our customers in the past, and may do so in the future. Bankruptcies or consolidations of our large retail customers could seriously hurt our business, due to uncollectible accounts receivables and the concentration of purchasing power among the remaining large retailers. Certain of our large customers sell used copies of our games, which may negatively affect our business by reducing demand for new copies of our games. While the downloadable content that we now offer for certain of our titles may serve to reduce used game sales, we expect used game sales to continue to adversely affect our business.

Hardware Platforms. We derive most of our revenue from the sale of products made for video game consoles manufactured by third-parties, such as Sony's PS3 and PS4, and Microsoft's Xbox 360 and Xbox One, which comprised 84.8% of the Company's net revenue by product platform for the nine months ended December 31, 2015. The success of our business is dependent upon continued consumer acceptance of these consoles and continued growth in their installed base. When new hardware platforms are introduced, demand for software used on older platforms typically declines, which may negatively affect our business during the market transition to the new consoles. We continually monitor console hardware sales. We manage our product delivery on each current and future platform in a manner we believe to be most effective to maximize our revenue opportunities and achieve the desired return on our investments in product development. Additionally, we have a limited ability to predict the consumer acceptance of future platforms, which may affect our sales and profitability. Accordingly, our strategy is to focus our development efforts on a select number of the highest quality titles for these platforms, while also expanding our offerings for emerging platforms such as mobile and online games.

Online Content and Digital Distribution. The interactive entertainment software industry is delivering a growing amount of content through digital online delivery methods. We provide a variety of online delivered products and offerings. Most of our titles that are available through retailers as packaged goods products are also available through direct digital download via the Internet (from websites we own and others owned by third-parties). In addition, we aim to drive ongoing engagement and incremental revenue from recurrent consumer spending on our titles after their initial purchase through downloadable offerings, including add-on content, microtransactions and online play. We also publish an expanding variety of titles for tablets and smartphones, which are delivered to consumers through digital download via the Internet. Note 12 to our Condensed Consolidated Financial Statements, "Segment and Geographic Information," discloses that net revenue from digital online channels comprised 48.5% of the Company's net revenue by distribution channel for the nine months ended December 31, 2015. We expect online delivery of games and game offerings to continue to grow and to become an increasing part of our business over the long-term.

Product Releases

We released the following key titles during the nine months ended December 31, 2015.

Title	Publishing Label	Internal or External Development	Platform(s)	Date Released
Grand Theft Auto V	Rockstar Games	Internal	PC	April 14, 2015
WWE 2K15	2K	Internal/External	PC	April 28, 2015
NBA 2K16	2K	Internal	Xbox 360, Xbox One, PS3, PS4, PC	September 29, 2015
WWE 2K16	2K	Internal/External	Xbox 360, Xbox One, PS3, PS4	October 27, 2015

Product Pipeline

We have announced the following future key titles to date (this list does not represent all titles currently in development):

Title	Publishing Label	Internal or External Development	Platform(s)	Expected Release Date
XCOM 2	2K	Internal	PC, Mac, Linux	February 5, 2016
Battleborn	2K	External	Xbox One, PS4, PC	May 3, 2016
Mafia III	2K	Internal	Xbox One, PS4, PC	Fiscal Year 2017

Critical Accounting Policies and Estimates

Our most critical accounting policies, which are those that require significant judgment, include: revenue recognition; allowances for returns, price concessions and other allowances; capitalization and recognition of software development costs and licenses; fair value estimates including inventory obsolescence, valuation of goodwill, intangible assets and long-lived assets; valuation and recognition of stock-based compensation; and income taxes. In-depth descriptions of these can be found in our Annual Report on Form 10-K for the fiscal year ended March 31, 2015.

Recently Issued or Adopted Accounting Pronouncements

Measurement of Financial Assets and Liabilities

The Financial Accounting Standards Board ("FASB") recently issued Accounting Standards Update ("ASU") 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." This new guidance requires an entity to: (i) measure equity investments at fair value through net income, with certain exceptions; (ii) present in other comprehensive income the changes in instrument-specific credit risk for financial liabilities measured using the fair value option; (iii) present financial assets and financial liabilities by measurement category and form of financial asset; (iv) calculate the fair value of financial instruments for disclosure purposes based on an exit price; and (v) assess a valuation allowance on deferred tax assets related to unrealized losses of AFS debt securities in combination with other deferred tax assets. It provides an election to subsequently measure certain nonmarketable equity investments at cost less any impairment and adjusted for certain observable price changes, and also requires a qualitative impairment assessment of such equity investments and amends certain fair value disclosure requirements. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is not permitted. An entity will record a cumulative-effect adjustment to beginning retained earnings as of the beginning of the first reporting period in which the guidance is adopted, with two exceptions. The amendments related to equity investments without readily determinable fair values (including disclosure requirements) will be effective prospectively. The requirement to use the exit price notion to measure the fair value of financial instruments for disclosure purposes will also be applied prospectively. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Classification of Deferred Taxes

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes." This new guidance simplifies the balance sheet classification of deferred taxes by requiring all deferred taxes to be presented as noncurrent assets or liabilities. This update can be applied either retrospectively or prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. The adoption of this new guidance is not expected to have a material effect on our Consolidated Financial Statements.

Measurement of Inventory

In July 2015, the FASB issued ASU 2015-11, "Simplifying the Measurement of Inventory." This new guidance requires the measurement of inventory to be reflected at the lower of cost or net realizable value for inventories measured using any method other than last-in-first-out or the retail inventory method. Currently, we value our inventory at the lower of weighted average cost or market. This update will be applied prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Internal-Use Software

In April 2015, the FASB issued ASU 2015-05, "Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." This update provides guidance for customers to determine whether cloud computing arrangements include software licenses. If a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. This update can be applied prospectively to all arrangements entered into or materially modified after the effective date or retrospectively. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company) and early adoption is permitted. The Company is currently evaluating the impact of adopting this update on its Consolidated Financial Statements.

Presentation of Debt Issuance Costs

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03") This new guidance requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability. This update will be applied retrospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company). Early adoption is permitted.

We adopted ASU 2015-03 effective October 1, 2015, and it did not have a material effect on our Condensed Consolidated Financial Statements.

Revenue from Contracts with Customers

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, as a new Topic, Accounting Standards Codification Topic 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance can be adopted retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. In July 2015, the FASB voted to defer the effective date by one year to annual and interim years beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is permitted, but no earlier than the original effective date of annual and interim periods beginning after December 15, 2016 (April 1, 2017 for the Company). The Company is currently determining its implementation approach and evaluating the impact of adopting this update on its Consolidated Financial Statements.

Requirements for Reporting Discontinued Operations

In April 2014, the FASB issued ASU 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. This new guidance raises the threshold for a disposal to qualify as discontinued operations and requires new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. Under the new standard, companies report discontinued operations when they have a disposal that represents a strategic shift that has or will have a major impact on operations or financial results. This update was applied prospectively beginning April 1, 2015 and did not have an impact on our Consolidated Financial Statements.

Results of Operations

The following table sets forth, for the periods indicated, the percentage of net revenue represented by certain line items in our Condensed Consolidated Statements of Operations, net revenue by geographic region, net revenue by platform and net revenue by distribution channel:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2015	**2014**	**2015**	**2014**
Net revenue	**100.0%**	100.0%	**100.0%**	100.0%
Cost of goods sold	**62.3%**	52.3%	**58.3%**	49.1%
Gross profit	**37.7%**	47.7%	**41.7%**	50.9%
Selling and marketing	**14.5%**	18.2%	**15.4%**	23.4%
General and administrative	**11.8%**	10.1%	**14.3%**	17.5%
Research and development	**6.7%**	5.9%	**8.3%**	10.2%
Business reorganization	**17.2%**	—	**6.9%**	—
Depreciation and amortization	**1.8%**	1.1%	**2.1%**	1.9%
Total operating expenses	**52.0%**	35.3%	**47.0%**	53.0%
(Loss) income from operations	**(14.3)%**	12.4%	**(5.3)%**	(2.1)%
Interest and other, net	**(1.9)%**	(1.8)%	**(2.4)%**	(3.2)%
(Loss) gain on long-term investments, net	**—**	(0.3)%	**—**	2.3%
(Loss) income before income taxes	**(16.2)%**	10.3%	**(7.7)%**	(3.0)%
(Benefit from) provision for income taxes	**(6.0)%**	2.8%	**(2.4)%**	1.7%
Net (loss) income	**(10.2)%**	7.5%	**(5.3)%**	(4.7)%

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2015	**2014**	**2015**	**2014**
Net revenue by geographic region:				
United States	**52.7%**	62.9%	**52.8%**	58.6%
International	**47.3%**	37.1%	**47.2%**	41.4%
Net revenue by platform:				
Console	**85.8%**	83.4%	**84.8%**	79.3%
PC and other	**14.2%**	16.6%	**15.2%**	20.7%
Net revenue by distribution channel:				
Physical retail and other	**64.6%**	71.8%	**51.5%**	60.3%
Digital online	**35.4%**	28.2%	**48.5%**	39.7%

Three Months Ended December 31, 2015 Compared to December 31, 2014

(thousands of dollars)	2015	%	2014	%	Increase/ (decrease)	% Increase/ (decrease)
Net revenue	**$ 414,221**	**100.0%**	$ 531,147	100.0%	$ (116,926)	(22.0)%
Internal royalties	**95,311**	**23.0%**	14,099	2.7%	81,212	576.0%
Software development costs and royalties(1)	**61,653**	**14.9%**	108,214	20.4%	(46,561)	(43.0)%
Product costs	**74,934**	**18.1%**	102,068	19.2%	(27,134)	(26.6)%
Licenses	**25,963**	**6.3%**	53,632	10.1%	(27,669)	(51.6)%
Cost of goods sold	**257,861**	**62.3%**	278,013	52.3%	(20,152)	(7.2)%
Gross profit	**$ 156,360**	**37.7%**	$ 253,134	47.7%	$ (96,774)	(38.2)%

(1) Includes $4,131 and $8,323 of stock-based compensation expense in 2015 and 2014, respectively, included in software development costs and royalties.

For the three months ended December 31, 2015, net revenue decreased by $116.9 million as compared to the prior year. This decrease was due primarily to a decrease of $222.3 million in revenues from (1) our *NBA 2K* franchise, due to the deferral of revenues from *NBA 2K16* and (2) *Borderlands: The Pre-Sequel*, which was released in October 2014. These decreases were partially offset by an increase of $109.6 million in revenue from our *Grand Theft Auto* franchise, due primarily to the recognition of previously-deferred revenue from the PS4 and Xbox One versions of *Grand Theft Auto V* and *Grand Theft Auto Online*, along with revenue from the release of *Grand Theft Auto V* on PC in April 2015.

Net revenue from console games increased to 85.8% of our total net revenue for the three months ended December 31, 2015, as compared to 83.4% for the same period in the prior year, as this year's results benefited from a higher percentage of net revenues generated from the PS4 and Xbox One versions of *Grand Theft Auto V* and *Grand Theft Auto Online*. PC and other decreased to 14.2% of our total net revenue for the three months ended December 31, 2015, as compared to 16.6% for the prior year's period, as the prior period benefited from the PC release of *Sid Meier's Civilization: Beyond Earth* in October 2014.

Net revenue from physical retail and other channels decreased as a percentage of total net revenue to 64.6% for the three months ended December 31, 2015, as compared to 71.8% for the same period in the prior year. Net revenue from digital online channels increased to 35.4% of our total net revenue for the three months ended December 31, 2015, as compared to 28.2% for the same period in the prior year. Recurrent consumer spending (including add-on content, microtransactions and online play) increased to 40.3% of net revenue from digital online channels for the three months ended December 31, 2015 as compared to 39.5% of net revenue from digital online channels for the three months ended December 31, 2014, due primarily to the recognition of previously-deferred revenue related to virtual currency for *Grand Theft Auto Online* and *NBA 2K*.

Gross profit as a percentage of net revenue for the three months ended December 31, 2015 was 37.7% as compared to 47.7% for the prior year period. The decrease was due primarily to higher internal royalties earned by our labels, driven by the performance of our *Grand Theft Auto* franchise. The higher internal royalties were partially offset by (1) lower software development costs and royalties as a percentage of net revenues, due primarily to sales mix and having a higher percentage of net revenues from catalog titles, which typically have lower capitalized software costs, and (2) lower product costs in the current period as a percentage of net revenues due primarily to an increase in the proportion of net revenues from digital online channels.

Net revenue earned outside of the United States accounted for 47.3% of our total net revenue for the three months ended December 31, 2015, as compared to 37.1% in the prior year, due to the increase in *Grand Theft Auto V* sales outside of the United States. Changes in foreign currency exchange rates decreased net revenue and gross profit by $9.1 million and $5.1 million, respectively, for the three months ended December 31, 2015 as compared to the prior year.

Operating Expenses

(thousands of dollars)	2015	% of net revenue	2014	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Selling and marketing	**$ 59,846**	**14.5%**	$ 96,892	18.2%	$ (37,046)	(38.2)%
General and administrative	**49,061**	**11.8%**	53,564	10.1%	(4,503)	(8.4)%
Research and development	**27,944**	**6.7%**	31,221	5.9%	(3,277)	(10.5)%
Business reorganization	**71,172**	**17.2%**	—	—	71,172	N/A
Depreciation and amortization	**7,534**	**1.8%**	5,845	1.1%	1,689	28.9%
Total operating expenses(1)	**$ 215,557**	**52.0%**	$ 187,522	35.3%	$ 28,035	15.0%

(1) Includes stock-based compensation expense, which was allocated as follows (in thousands):

	2015	2014
Selling and marketing	**$ 2,364**	$ 2,411
General and administrative	**$ 11,761**	$ 16,437
Research and development	**$ 482**	$ 1,457

Changes in foreign currency exchange rates decreased total operating expenses by $2.7 million for the three months ended December 31, 2015 as compared to the prior year.

Selling and marketing

Selling and marketing expenses decreased by $37.0 million for the three months ended December 31, 2015, as compared to the prior year, due primarily to $33.3 million in lower advertising expenses. Advertising expenses were higher in the prior year period due primarily to the releases of *Grand Theft Auto V* for the PS4 and Xbox One, and *Borderlands: The Pre-Sequel*.

General and administrative

General and administrative expenses decreased by $4.5 million for the three months ended December 31, 2015, as compared to the prior year, due primarily to a decrease of $4.7 million in stock-based compensation expense, as the prior year period included expenses related to ZelnickMedia's stock-based compensation for the market-based awards granted under the 2011 Management Agreement.

General and administrative expenses for the three months ended December 31, 2015 and 2014 include occupancy expense (primarily rent, utilities and office expenses) of $3.8 million and $4.8 million, respectively, related to our development studios.

Research and development

Research and development expenses decreased by $3.3 million for the three months ended December 31, 2015, as compared to the prior year period, due primarily to higher payroll capitalization at our development studios related to upcoming product releases and lower stock-based compensation expense.

Business reorganization

During the three months ended December 31, 2015, the Company incurred business reorganization expenses of $71.2 million due primarily to employee separation costs in connection with reorganizing one development studio and closing two development studios. Through December 31, 2015, the Company has paid $4.6 million related to these reorganization activities and $66.6 million remains accrued for in Accrued expenses and other current liabilities. The Company may incur additional charges related to these reorganization activities of up to $8.0 million.

Depreciation and Amortization

Depreciation and amortization expenses increased by $1.7 million for the three months ended December 31, 2015, as compared to the prior year, due primarily to higher purchases of fixed assets for studio and information technology infrastructure build-outs.

Interest and other, net

Interest and other, net was an expense of $8.0 million for the three months ended December 31, 2015, as compared to an expense of $9.5 million for the three months ended December 31, 2014. The decrease to expense was due primarily to lower foreign exchange transaction losses of $1.4 million.

(Benefit from) Provision for Income Taxes

The benefit from income taxes of $24.8 million for the three months ended December 31, 2015, as compared to a provision for income taxes of $14.6 million for the three months ended December 31, 2014. The increase in benefit is primarily related to a discrete tax benefit of approximately $26.4 million recognized in the quarter from a tax deduction relating to a prior period.

Our effective tax rate differed from the federal statutory rate due primarily to the discrete benefit recognized from the tax deduction relating to a prior period, the estimated impact that such tax incentive has on the current fiscal year; and changes in valuation allowances related to tax loss and tax credit carryforwards anticipated to be utilized.

We are regularly audited by domestic and foreign taxing authorities. Audits may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe that our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments.

Net (loss) income and (loss) earnings per share

For the three months ended December 31, 2015, our net loss was $42.4 million, as compared to net income of $40.1 million in the prior year's period. For the three months ended December 31, 2015, basic loss per share was $0.51 as compared to basic earnings per share of $0.46 in the prior year's period, and diluted loss per share was $0.51 as compared to diluted earnings per share of $0.42 in the prior year's period. Basic weighted average shares of 83.4 million were 2.8 million shares higher as compared to the prior year, due primarily to the vesting of restricted stock awards. See Note 10 to our Condensed Consolidated Financial Statements for additional information regarding earnings (loss) per share.

Nine Months Ended December 31, 2015 Compared to December 31, 2014

(thousands of dollars)	2015	%	2014	%	Increase/ (decrease)	% Increase/ (decrease)
Net revenue	**$ 1,036,492**	**100.0%**	**$ 782,849**	100.0%	$ 253,643	32.4%
Internal royalties	**256,058**	**24.7%**	**34,810**	4.4%	221,248	635.6%
Software development costs and royalties(1)	**152,160**	**14.7%**	**144,863**	18.5%	7,297	5.0%
Product costs	**153,652**	**14.8%**	**139,421**	17.8%	14,231	10.2%
Licenses	**42,546**	**4.1%**	**65,091**	8.3%	(22,545)	(34.6)%
Cost of goods sold	**604,416**	**58.3%**	**384,185**	49.1%	220,231	57.3%
Gross profit	**$ 432,076**	**41.7%**	**$ 398,664**	50.9%	$ 33,412	8.4%

(1) Includes $12,935 and $11,062 of stock-based compensation expense in 2015 and 2014, respectively, included in software development costs and royalties.

For the nine months ended December 31, 2015, net revenue increased by $253.6 million, as compared to the prior year. This increase was due primarily to an increase of $407.7 million in revenue from our *Grand Theft Auto* franchise, due primarily to the recognition of previously-deferred revenue from the console versions of *Grand Theft Auto V* and *Grand Theft Auto Online*, and the release of *Grand Theft Auto V* on PC in April 2015, as well as the recognition of previously-deferred revenue from *Evolve*. These increases were partially offset by lower revenues from our *NBA 2K* franchise, due to the deferral of revenues from *NBA 2K16*, and *Borderlands: The Pre-Sequel*, which was released in the prior fiscal year.

Net revenue from console games increased to 84.8% of our total net revenue for the nine months ended December 31, 2015 as compared to 79.3% for the same period in the prior year, as this year's results benefited from the recognition of previously-deferred revenue from the console versions of *Grand Theft Auto V* and *Grand Theft Auto Online*. PC and other decreased to 15.2% for the nine months ended December 31, 2015, as compared to 20.7% for the prior year's period, as last year's period benefited from the PC release of *Sid Meier's Civilization: Beyond Earth* in October 2014.

Although net revenue from physical retail and other channels increased, it decreased as a percentage of total net revenue to 51.5% for the nine months ended December 31, 2015, as compared to 60.3% for the same period in the prior year. Net revenue from digital online channels increased to 48.5% of our total net revenue for the nine months ended December 31, 2015, as compared to 39.7% for the same period in the prior year, driven by the increase in recurrent consumer spending. Recurrent consumer spending (including add-on content, microtransactions and online play) increased to 55.1% of net revenue from digital online channels for the nine months ended December 31, 2015, as compared to 44.8% of net revenue from digital online channels for the nine months ended December 31, 2014, due primarily to the recognition of previously-deferred revenue related to virtual currency for *Grand Theft Auto Online* and *NBA 2K*.

Gross profit as a percentage of net revenue for the nine months ended December 31, 2015 was 41.7%, as compared to 50.9% for the same period in the prior year. The decrease was due primarily to higher internal royalties earned by our labels, driven by the performance of our *Grand Theft Auto* franchise. The higher internal royalties were partially offset by (1) lower software development costs and royalties as a percentage of net revenues due primarily to sales mix and having a higher percentage of revenues from catalog titles, which typically have lower capitalized software costs, and (2) lower product costs in the current period as a percentage of net revenues due primarily to an increase in the proportion of net revenues from digital online channels.

Net revenue earned outside of the United States accounted for 47.2% of our total net revenue for the nine months ended December 31, 2015, as compared to 41.4% in the prior year due to the increase in *Grand Theft Auto V* sales outside of the United States. Changes in foreign currency exchange rates decreased net revenue and gross profit by $26.5 million and $17.4 million, respectively, for the nine months ended December 31, 2015 as compared to the prior year.

Operating Expenses

(thousands of dollars)	2015	% of net revenue	2014	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Selling and marketing	**$ 160,289**	**15.4%**	$ 182,874	23.4%	$ (22,585)	(12.4)%
General and administrative	**148,057**	**14.3%**	136,891	17.5%	11,166	8.2%
Research and development	**86,499**	**8.3%**	79,886	10.2%	6,613	8.3%
Business reorganization	**71,172**	**6.9%**	—	—	71,172	N/A
Depreciation and amortization	**21,462**	**2.1%**	15,123	1.9%	6,339	41.9%
Total operating expenses(1)	**$ 487,479**	**47.0%**	$ 414,774	53.0%	$ 72,705	17.5%

(1) Includes stock-based compensation expense, which was allocated as follows (in thousands):

	2015	2014
Selling and marketing	**$ 6,859**	$ 6,660
General and administrative	**$ 31,324**	$ 30,492
Research and development	**$ 3,026**	$ 4,260

Changes in foreign currency exchange rates decreased total operating expenses by $10.8 million for the nine months ended December 31, 2015, as compared to the prior year.

Selling and marketing

Selling and marketing expenses decreased by $22.6 million for the nine months ended December 31, 2015 as compared to the prior year, due primarily to $26.7 million in lower advertising expenses. Advertising expenses were higher in the prior year due to the releases of *Grand Theft Auto V* for the PS4 and Xbox One, and *Borderlands: The Pre-Sequel* and $2.9 million related to lower performance based compensation. The lower advertising spend was partially offset by $8.7 million in higher third party customer service costs to support our growing online titles.

General and administrative

General and administrative expenses increased by $11.2 million for the nine months ended December 31, 2015, as compared to the prior year, due to an increase of $5.7 million related to higher headcount and severance costs, and $1.6 million in increased IT spend. Also contributing to the increase was $0.8 million related to higher stock-based compensation expense, which was due primarily to this year's grants of employee restricted stock awards having a higher fair value on the grant date, and $0.5 million related to increased performance based compensation.

General and administrative expenses for the nine months ended December 31, 2015 and 2014 include occupancy expense (primarily rent, utilities and office expenses) of $12.9 million and $13.6 million, respectively, related to our development studios.

Research and development

Research and development expenses increased by $6.6 million for the nine months ended December 31, 2015, as compared to the prior year, due primarily to $9.1 million in higher production expenses for new titles in development that have not reached technological feasibility, and $3.1 million in lower government grants recognized at certain of our development studios. This was partially offset by higher payroll capitalization at our development studios due to upcoming product releases and lower stock-based compensation expenses.

Business reorganization

During the nine months ended December 31, 2015, the Company incurred business reorganization expenses of $71.2 million due primarily to employee separation costs in connection with reorganizing one development studio and closing two development studios. Through December 31, 2015, the Company has paid $4.6 million related to these reorganization activities and $66.6 million remains accrued for in Accrued expenses and other current liabilities. The Company may incur additional charges related to these reorganization activities of up to $8.0 million.

Depreciation and Amortization

Depreciation and amortization expenses increased by $6.3 million for the nine months ended December 31, 2015, as compared to the prior year, due primarily to higher purchases of fixed assets for information technology infrastructure and studio build-outs.

Interest and other, net

Interest and other, net was an expense of $23.9 million for the nine months ended December 31, 2015, as compared to an expense of $24.7 million for the nine months ended December 31, 2014. The decrease in expense was due primarily to higher interest income of $0.7 million and lower foreign exchange transaction losses of $0.5 million in the current year period.

Gain on long-term investments, net

The Company held an investment in Twitch Interactive, Inc.'s ("Twitch") Class C Preferred stock, which was accounted for under the cost method of accounting. During the nine months ended December 31, 2014, the Company recognized a pretax gain of $19.0 million in connection with the sale of Twitch.

(Benefit from) Provision for Income Taxes

The benefit from income taxes of $24.7 million for the nine months ended December 31, 2015, as compared to a provision for income taxes of $13.4 million for the nine months ended December 31, 2014. The increase in benefit is primarily related to a discrete tax benefit of approximately $26.4 million recognized in the fiscal third quarter from a tax deduction relating to a prior period.

Our effective tax rate differed from the federal statutory rate due primarily to the discrete benefit recognized from the tax deduction relating to a prior period; the estimated impact that such tax incentive has on the current fiscal year; and changes in valuation allowances related to tax loss and tax credit carryforwards anticipated to be utilized.

We are regularly audited by domestic and foreign taxing authorities. Audits may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe that our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments.

Net loss and loss per share

For the nine months ended December 31, 2015, our net loss was $54.7 million, as compared to $36.7 million in the prior year's period. For the nine months ended December 31, 2015 and 2014, basic and diluted loss per share were $0.66 and $0.46, respectively. Basic and diluted weighted average shares outstanding of 83.3 million were 3.2 million shares higher as compared to the prior year, due primarily to the vesting of restricted stock awards. See Note 10 to our Condensed Consolidated Financial Statements for additional information regarding loss per share.

Liquidity and Capital Resources

Our primary cash requirements have been to fund (i) the development, manufacturing and marketing of our published products, (ii) working capital, (iii) acquisitions and (iv) capital expenditures. We expect to rely on funds provided by our operating activities, our Credit Agreement and our Convertible Notes to satisfy our working capital needs.

Short-term Investments

As of December 31, 2015, the Company has $379.4 million of short-term investments, which are highly liquid in nature and represent an investment of cash that is available for current operations. From time to time, the Company may purchase additional short-term investments depending on future market conditions and liquidity needs.

Credit Agreement

In August 2014, we entered into a Third Amendment to the Second Amended and Restated October 2011 Credit Agreement (the "Credit Agreement"). The Credit Agreement provides for borrowings of up to $100.0 million which may be increased by up to $40.0 million pursuant to the terms of the Credit Agreement, and is secured by substantially all of our assets and the equity of our subsidiaries. The Credit Agreement expires on August 18, 2019. Revolving loans under the Credit Agreement bear interest at our election of (a) 0.50% to 1.00% above a certain base rate (4.00% at December 31, 2015), or (b) 1.50% to 2.00% above the LIBOR Rate (approximately 1.92% at December 31, 2015), with the margin rate subject to the achievement of certain average liquidity levels. We are also required to pay a monthly fee on the unused available balance, ranging from 0.25% to 0.375% based on availability.

Availability under the Credit Agreement is restricted by our United States and United Kingdom based accounts receivable and inventory balances. The Credit Agreement also allows for the issuance of letters of credit in an aggregate amount of up to $5.0 million.

As of December 31, 2015, there was $98.3 million available to borrow under the Credit Agreement. At December 31, 2015, we had no outstanding borrowings under the Credit Agreement and $1.7 million of letters of credit outstanding.

The Credit Agreement contains covenants that substantially limit us and our subsidiaries' ability to: create, incur, assume or be liable for indebtedness; dispose of assets outside the ordinary course of business; acquire, merge or consolidate with or into another person or entity; create, incur or allow any lien on any of their respective properties; make investments; or pay dividends or make distributions (each subject to certain limitations); or optionally prepay any indebtedness (subject to certain exceptions, including an exception permitting the redemption of the Company's unsecured convertible senior notes upon the meeting of certain minimum liquidity requirements). In addition, the Credit Agreement provides for certain events of default such as nonpayment of principal and interest, breaches of representations and warranties, noncompliance with covenants, acts of insolvency, default on indebtedness held by third parties and default on certain material contracts (subject to certain limitations and cure periods). The Credit Agreement also contains a requirement that we maintain an interest coverage ratio of more than one to one for the trailing twelve month period, if certain average liquidity levels fall below $30.0 million. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the Credit Agreement.

1.75% Convertible Notes Due 2016

On November 16, 2011, we issued $250.0 million aggregate principal amount of 1.75% Convertible Notes due 2016 (the "1.75% Convertible Notes"). Interest on the 1.75% Convertible Notes is payable semi-annually in arrears on June 1st and December 1st of each year, commencing on June 1, 2012. The 1.75% Convertible Notes mature on December 1, 2016, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.75% Convertible Notes prior to maturity.

The 1.75% Convertible Notes are convertible at an initial conversion rate of 52.3745 shares of our common stock per $1,000 principal amount of 1.75% Convertible Notes (representing an initial conversion price of approximately $19.093 per share of common stock for a total of approximately 13,094,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.75% Convertible Notes at their option prior to the close of business on the business day immediately preceding June 1, 2016, only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2012, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of 1.75% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after June 1, 2016 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.75% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.75% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended December 31, 2015. Accordingly, as of January 1, 2016 the 1.75% Convertible Notes may be converted at the holder's option through March 31, 2016. Our current intent and ability, given our option, would be to settle the 1.75% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.75% Convertible Notes as long-term debt.

The indenture governing the 1.75% Convertible Notes contains customary terms and covenants and events of default. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.75% Convertible Notes.

1.00% Convertible Notes Due 2018

On June 18, 2013, we issued $250.0 million aggregate principal amount of 1.00% Convertible Notes due 2018 (the "1.00% Convertible Notes" and together with the 1.75% Convertible Notes, the "Convertible Notes"). The 1.00% Convertible Notes were issued at 98.5% of par value for proceeds of $246.3 million. Interest on the 1.00% Convertible Notes is payable semi-annually in arrears on July 1st and January 1st of each year, commencing on January 1, 2014. The 1.00% Convertible Notes mature on July 1, 2018, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.00% Convertible Notes prior to maturity. The Company also granted the underwriters a 30-day option to purchase up to an additional $37.5 million principal amount of 1.00% Convertible Notes to cover overallotments, if any. On July 17, 2013, the Company closed its public offering of $37.5 million principal amount of the Company's 1.00% Convertible Notes as a result of the underwriters exercising their overallotment option in full on July 12, 2013, bringing the proceeds to $283.2 million.

The 1.00% Convertible Notes are convertible at an initial conversion rate of 46.4727 shares of our common stock per $1,000 principal amount of 1.00% Convertible Notes (representing an initial conversion price of approximately $21.52 per share of common stock for a total of approximately 13,361,000 underwriting conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.00% Convertible Notes at their option prior to the close of business on the business day immediately preceding January 1, 2018, only under the following circumstances: (1) during any fiscal quarter commencing after September 30, 2013, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of 1.00% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after January 1, 2018 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.00% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.00% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended December 31, 2015. Accordingly, as of January 1, 2016 the 1.00% Convertible Notes may be converted at the holder's option through March 31, 2016. Our current intent and ability, given our option, would be to settle the 1.00% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.00% Convertible Notes as long-term debt.

The indenture governing the 1.00% Convertible Notes contains customary terms and covenants and events of default. As of December 31, 2015, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.00% Convertible Notes.

Financial Condition

We are subject to credit risks, particularly if any of our receivables represent a limited number of customers or are concentrated in foreign markets. If we are unable to collect our accounts receivable as they become due, it could adversely affect our liquidity and working capital position.

Generally, we have been able to collect our accounts receivable in the ordinary course of business. We do not hold any collateral to secure payment from customers. We have trade credit insurance on the majority of our customers to mitigate accounts receivable risk.

A majority of our trade receivables are derived from sales to major retailers and distributors. Our five largest customers accounted for 65.3% and 60.8% of net revenue for the nine months ended December 31, 2015 and 2014, respectively. As of December 31, 2015 and March 31, 2015, our five largest customers accounted for 66.3% and 63.9% of our gross accounts receivable balance, respectively. We had three customers who accounted for 21.1%, 14.8% and 13.1% of our gross accounts receivable as of December 31, 2015 and three customers who accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of December 31, 2015 and March 31, 2015. Based upon performing ongoing credit evaluations, maintaining trade credit insurance on a majority of our customers and our past collection experience, we believe that the receivable balances from these largest customers do not represent a significant credit risk, although we actively monitor each customer's credit worthiness and economic conditions that may affect our customers' business and access to capital. We are monitoring the current global economic conditions, including credit markets and other factors as it relates to our customers in order to manage the risk of uncollectible accounts receivable.

We believe our current cash and cash equivalents, short-term investments and projected cash flow from operations, along with availability under our Credit Agreement will provide us with sufficient liquidity to satisfy our cash requirements for working capital, capital expenditures and commitments through at least the next 12 months.

As of December 31, 2015, the amount of cash and cash equivalents held outside of the U.S. by our foreign subsidiaries was $214.4 million. These balances are dispersed across various locations around the world. We believe that such dispersion meets the business and liquidity needs of our foreign affiliates. In addition, the Company expects in the foreseeable future to have the ability to generate sufficient cash domestically to support ongoing operations. Consequently, it is the Company's intention to indefinitely reinvest undistributed earnings of its foreign subsidiaries. In the event the Company needed to repatriate funds outside of the U.S., such repatriation may be subject to local laws and tax consequences including foreign withholding taxes or U.S. income taxes. It is not practicable to estimate the tax liability and the Company would try to minimize the tax impact to the extent possible. However, any repatriation may not result in significant cash payments as the taxable event would likely be offset by the utilization of available tax credits.

On May 13, 2015, our Board of Directors approved an increase of 6,717,683 shares to our share repurchase program, increasing the total number of shares that we are permitted to repurchase to 14,217,683 shares of our common stock. During the three months ended December 31, 2015, we did not repurchase any shares of our common stock and during nine months ended December 31, 2015, we repurchased 953,647 shares of our common stock in the open market for $26.6 million as part of the program. We have repurchased a total of 5,171,330 shares of our common stock under this program and as of December 31, 2015, 9,046,353 shares of our common stock remain available for repurchase under the Company's share repurchase program.

The Company is authorized to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, the Company's financial performance and other conditions. The program may be suspended or discontinued at any time for any reason.

Our changes in cash flows were as follows:

	Nine Months Ended December 31,	
(thousands of dollars)	**2015**	**2014**
Net cash provided by operating activities	**$ 188,823**	$ 60,526
Net cash used in investing activities	**(224,897)**	(99,280)
Net cash (used in) provided by financing activities	**(39,549)**	10,352
Effects of foreign currency exchange rates on cash and cash equivalents	**(256)**	(9,546)
Net decrease in cash and cash equivalents	**$ (75,879)**	$ (37,948)

At December 31, 2015, we had $835.2 million of cash and cash equivalents, compared to $911.1 million at March 31, 2015. The decrease in cash and cash equivalents was due primarily to cash used in investing activities partially offset by cash provided by operating activities. Net cash used in investing activities related to net purchases of $196.3 million of short-term investments and $28.6 million for purchases of fixed assets. Net cash provided by operating activities consists primarily of cash generated from the sale of *Grand Theft Auto V*, *NBA 2K16* and *WWE 2K16* partially offset by investments in software development. Additionally, during the nine months ended December 31, 2015, we used cash in financing activities of $39.5 million, of which $26.6 million was to repurchase shares of our common stock.

Contractual Obligations and Commitments

We have entered into various agreements in the ordinary course of business that require substantial cash commitments over the next several years. Other than agreements entered into in the ordinary course of business and in addition to the agreements requiring known cash commitments as reported in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended March 31, 2015, we did not have any significant changes to our commitments since March 31, 2015.

Off-Balance Sheet Arrangements

As of December 31, 2015 and March 31, 2015, we did not have any material relationships with unconsolidated entities or financial parties, such as entities often referred to as structured finance or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

International Operations

Net revenue earned outside of the United States is principally generated by our operations in Europe, Asia, Australia, Canada and Latin America. For the three months ended December 31, 2015 and 2014, 47.3% and 37.1%, respectively, of our net revenue was earned outside of the United States. For the nine months ended December 31, 2015 and 2014, 47.2% and 41.4%, respectively, of our net revenue was earned outside of the United States. We are subject to risks inherent in foreign trade, including increased credit risks, tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays and international political, regulatory and economic developments, all of which can have a significant effect on our operating results.

Fluctuations in Quarterly Operating Results and Seasonality

We have experienced fluctuations in quarterly operating results as a result of the timing of the introduction of new titles; variations in sales of titles developed for particular platforms; market acceptance of our titles; development and promotional expenses relating to the introduction of new titles; sequels or enhancements of existing titles; projected and actual changes in platforms; the timing and success of title introductions by our competitors; product returns; changes in pricing policies by us and our competitors; the accuracy of retailers' forecasts of consumer demand; the size and timing of acquisitions; the timing of orders from major customers; and order cancellations and delays in product shipment. Sales of our titles are also seasonal, with peak shipments typically occurring in the fourth calendar quarter as a result of increased demand for titles during the holiday season. Quarterly comparisons of operating results are not necessarily indicative of future operating results.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in interest rates and foreign currency exchange rates.

Interest Rate Risk

Our exposure to fluctuations in interest rates relates primarily to our short-term investment portfolio and variable rate debt under the Credit Agreement.

We manage our interest rate risk by maintaining a short-term investment portfolio that includes corporate bonds with high credit quality and maturities less than two years. Since short-term investments mature relatively quickly and can be reinvested at the then-current market rates, interest income on a portfolio consisting of short-term securities is more subject to market fluctuations than a portfolio of longer term maturities. However, the fair value of a short-term portfolio is less sensitive to market fluctuations than a portfolio of longer term securities. We do not currently use derivative financial instruments in our short-term investment portfolio. Our investments are held for purposes other than trading.

As of December 31, 2015, our $379.4 million of short-term investments included $105.0 million of available-for-sale securities. The available-for-sale securities were recorded at fair market value with unrealized gains or losses resulting from changes in fair value reported as a separate component of accumulated other comprehensive income (loss), net of tax, in stockholders' equity. We also had $835.2 million of cash and cash equivalents that are comprised primarily of money market funds and bank-time deposits. The Company has determined that, based on the composition of our investment portfolio, there was no material interest rate risk exposure to the Company's Condensed Consolidated Financial Statements or liquidity as of December 31, 2015.

Historically, fluctuations in interest rates have not had a significant impact on our operating results. Under our Credit Agreement, outstanding balances bear interest at our election of (a) 0.50% to 1.00% above a certain base rate (4.00% at December 31, 2015), or (b) 1.50% to 2.00% above the LIBOR rate (approximately 1.92% at December 31, 2015), with the margin rate subject to the achievement of certain average liquidity levels. Changes in market rates may impact our future interest expense if there is an outstanding balance on our line of credit. The 1.75% Convertible Notes and 1.00% Convertible Notes pay interest semi-annually at a fixed rate of 1.75% and 1.00%, respectively, per annum and we expect that there will be no fluctuation in rates related to the Convertible Notes impacting our cash component of interest expense. For additional details on our Convertible Notes see Note 9 to our Condensed Consolidated Financial Statements.

Foreign Currency Exchange Rate Risk

We transact business in foreign currencies and are exposed to risks resulting from fluctuations in foreign currency exchange rates. Accounts relating to foreign operations are translated into United States dollars using prevailing exchange rates at the relevant period end. Translation adjustments are included as a separate component of stockholders' equity. For the nine months ended December 31, 2015, our foreign currency translation loss adjustment was $4.0 million. We recognized foreign currency exchange transaction losses of $0.7 million and $2.1 million in the three months ended December 31, 2015 and 2014, respectively, in interest and other, net in our Condensed Consolidated Statements of Operations. We recognized foreign currency exchange transaction losses of $1.8 million and $2.3 million in the nine months ended December 31, 2015 and 2014, respectively, in interest and other, net in our Condensed Consolidated Statements of Operations.

Balance Sheet Hedging Activities

We use foreign currency forward contracts to mitigate foreign currency exchange rate risk associated with non-functional currency denominated cash balances and inter-company funding loans, non-functional currency denominated accounts receivable and non-functional currency denominated accounts payable. These transactions are not designated as hedging instruments and are accounted for as derivatives whereby the fair value of the contracts is reported as either assets or liabilities on our Condensed Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in interest and other, net, in our Condensed Consolidated Statements of Operations. We do not enter into derivative financial contracts for speculative or trading purposes. At December 31, 2015, we had $2.2 million of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars and $54.3 million of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars all of which have maturities of less than one year. At March 31, 2015, we had $4.1 million of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars and $72.5 million of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars all of which have maturities of less than one year. For the three months ended December 31, 2015 and 2014, we recorded a gain of $1.2 million and $7.7 million, respectively, related to foreign currency forward contracts in interest and other, net on the Condensed Consolidated Statements of Operations. For the nine months ended December 31, 2015 and 2014, we recorded a gain of $0.9 million and $7.3 million, respectively, related to foreign currency forward contracts in interest and other, net on the Condensed Consolidated Statements of Operations. The fair value of these outstanding forward contracts is immaterial and is included in prepaid expenses and other, and accrued and other current liabilities at December 31, 2015 and $0.6 million at March 31, 2015 and is included in prepaid expenses and other. The fair value of these outstanding forward contracts is estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.

Our hedging programs are designed to reduce, but do not entirely eliminate, the effect of currency exchange rate movements. We believe the counterparties to these foreign currency forward contracts are creditworthy multinational commercial banks and that the risk of counterparty nonperformance is not material. Notwithstanding our efforts to mitigate some foreign currency exchange rate risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. For the nine months ended December 31, 2015, 47.2% of the Company's revenue was generated outside the United States. Using sensitivity analysis, a hypothetical 10% increase in the value of the U.S. dollar against all currencies would decrease revenue by 4.7%, while a hypothetical 10% decrease in the value of the U.S. dollar against all currencies would increase revenue by 4.7%. In the opinion of management, a substantial portion of this fluctuation would be offset by cost of goods sold and operating expenses incurred in local currency.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of management, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are, or may become, subject to demands and claims (including intellectual property claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial statements. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

Item 1A. Risk Factors

There have been no material changes to the Risk Factors disclosed in Item 1A of our Annual Report on Form 10-K for the fiscal year ended March 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Share Repurchase Program—In January 2013, our Board of Directors authorized the repurchase of up to 7,500,000 shares of our common stock. On May 13, 2015, our Board of Directors approved an increase of 6,717,683 shares to our share repurchase program, increasing the total number of shares that we are permitted to repurchase to 14,217,683 shares of our common stock. The authorizations permit us to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance and other conditions. The program may be suspended or discontinued at any time for any reason. We have repurchased a total of 5,171,330 shares of our common stock under this program and as of December 31, 2015, 9,046,353 shares of common stock remain available for repurchase under the Company's share repurchase program. We did not repurchase any shares of our common stock during the three months ended December 31, 2015.

Item 6. Exhibits

Exhibits:	
10.1	Ninth Lease Modification Agreement, dated as of December 15, 2015, by and between Take-Two Interactive Software, Inc. and Moklam Enterprises, Inc.
31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Label Linkbase Document.
101.PRE	XBRL Taxonomy Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Document.

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at December 31, 2015 and March 31, 2015, (ii) Condensed Consolidated Statements of Operations for the three and nine months ended December 31, 2015 and 2014, (iii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended December 31, 2015 and 2014, (iv) Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2015 and 2014; and (v) Notes to Condensed Consolidated Financial Statements (Unaudited).

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 thereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.
(Registrant)

Date: February 4, 2016	By:	/s/ STRAUSS ZELNICK
		Strauss Zelnick *Chairman and Chief Executive Officer* *(Principal Executive Officer)*
Date: February 4, 2016	By:	/s/ LAINIE GOLDSTEIN
		Lainie Goldstein *Chief Financial Officer* *(Principal Financial Officer)*

Exhibit 10.1

NINTH LEASE MODIFICATION AGREEMENT

Ninth Lease Modification Agreement made as of December 15, 2015, (this "Agreement") by and between Moklam Enterprises, Inc., a New York corporation with an address at c/o Yuco Management, Inc., 200 Park Avenue, 11th Floor, New York, New York 10166 (hereinafter referred to as "Owner"), and Take-Two Interactive Software, Inc., a Delaware corporation with an address at 622 Broadway, New York, New York 10012 (hereinafter referred to as "Tenant").

W I T N E S S E T H:

Whereas, Owner is the lessor and Tenant is the lessee under that certain lease agreement dated as of July 1, 2002, as amended by agreement dated July 1, 2002 (the "First Modification"), agreement dated as of November 15, 2002 (the "Second Modification"), agreement dated as of October 14, 2003 (the "Third Modification"), agreement dated as of May 11, 2004 (the "Fourth Modification"), agreement dated as of March 26, 2010 (the "Fifth Modification"), agreement dated as of January 18, 2012 (the "Sixth Modification"), agreement dated as of April 8, 2014 (the "Seventh Modification") and agreement dated as of January 5, 2015 (the "Eighth Modification") (such lease agreement, as modified by the First Modification, the Second Modification, the Third Modification, the Fourth Modification, the Fifth Modification, the Sixth Modification, the Seventh Modification and the Eighth Modification, is hereinafter referred to as the "Original Lease") covering the entire third, fourth, fifth and sixth floors and the roof deck in the building known as 622 Broadway, New York, New York (the "Building"), having a term expiring on March 31, 2023; and

Whereas Owner and Tenant desire to further modify and supplement the Original Lease as set forth below, upon and subject to the terms and conditions hereinafter set forth.

Now, therefore, in consideration of the premises and the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree to further modify and supplement the Original Lease as follows:

1. Definition of Lease. For purposes of this Agreement, the term "Lease" shall mean the Original Lease as amended by this Agreement, except as may otherwise be specifically indicated in this Agreement or as the context may otherwise require.

2. Tenant Improvement Allowance. The provisions of paragraph 5 of the Sixth Modification, which were amended and restated in their entirety in paragraph 3 of the Seventh Modification, and which were further amended pursuant to paragraph 3 of the Eighth Modification, are hereby further amended as follows:

(i) the Alterations Outside Completion Date is hereby changed to November 15, 2015;

(ii) the date of "October 10, 2014" appearing in Section 5.3 of the Sixth Modification, as amended and restated in paragraph 3 of the Seventh Modification, is hereby changed to December 10, 2015; and

(iii) the date of "April 10, 2015" appearing in Section 5.8 of the Sixth Modification, as amended and restated in paragraph 3 of the Seventh Modification, is hereby changed to September 10, 2016.

3. Owner's Building Improvement Work.

3.1. The provisions of Paragraph 5.1 of the Seventh Modification are hereby amended as follows:

(i) the period of twelve (12) months referred to in the fourth (4th) sentence of Paragraph 5.1 (a) is hereby extended to fifteen (15) months;

(ii) the last three sentences of Paragraph 5.1 (a) are hereby deleted and replaced with the following provisions:

"However, Owner will provide Tenant with at least fifteen (15) days' advance notice of an eighty (80) consecutive business day construction period for the window replacement portion of Owner's Building Improvement Work (such eighty (80) consecutive business day construction period is hereinafter referred to as the "Overall Window Construction Period"). Access to the 4th and 5th floors of the Premises for the performance of such work shall be granted to Owner and Owner's contractors for the initial forty (40) consecutive business day period of the Overall Window Construction Period (such initial forty (40) consecutive business day period is hereinafter referred to as the "First Window Construction Period"), and thereafter access to the 3rd and 6th floors of the Premises for the performance of such work shall be granted to Owner and Owner's contractors for the immediately succeeding forty (40) consecutive business day period of the Overall Window Construction Period (such immediately succeeding forty (40) consecutive business day period is hereinafter referred to as (the "Second Window Construction Period"). It is understood that the First Window Construction Period shall not overlap with the Second Window Construction Period, except to the extent expressly requested by Owner. However, if the window replacement work on the 4th and 5th floors of the Premises shall be substantially completed prior to the expiration of the First Window Construction Period, then, at Owner's election, the Second Window Construction Period shall be extended by the number of business days falling during the period commencing on the date of substantial completion of the window replacement work on the 4th and 5th floors of the Premises through the date of expiration of the First Window Construction Period, as shall be reasonably determined by

Owner. Also, Exhibit A is hereby modified to reflect that one (1) window located on each floor of the Premises situated in the vicinity of the freight elevator shaft on the Crosby Street side of the Building [a total of four (4) windows] may not be replaced during the Overall Window Replacement Period and, accordingly, Owner shall have the right to replace such windows as part of Owner's Building Improvement Work at any time during the period that Owner's Building Improvement Work may be performed. Additionally, if any of the windows which are to be installed or which shall be installed in connection with Owner's Building Improvement Work are defective, shall be damaged, or shall otherwise require repair or replacement, Owner shall be permitted to perform any required repair or replacement work relating to such windows and shall be granted reasonably prompt access to the Premises for such purpose, notwithstanding that the forty (40) consecutive business day access period for the floor on which such window is located which is provided for in this Paragraph 5.1(a) shall have expired. The Overall Window Construction Period, the First Window Construction Period and the Second Window Construction Period shall each be subject to extension due to occurrences of Tenant Delay and Force Majeure, and shall each also be subject to such extension as shall be reasonably necessary to compensate for changes to the scheduling of the performance of the window replacement portion of Owner's Building Improvement Work which shall be made by Owner in order to accommodate requests by Tenant."

(iii) the period of approximately sixteen (16) consecutive weeks referred to in Paragraph 5.1 (b) is hereby changed to approximately twenty (20) consecutive weeks;

(iv) the following provisions are hereby added at the end of Paragraph 5.1 (a):

"In connection with the performance of the window replacement portion of Owner's Building Improvement Work, Owner and Owner's contractors shall have reasonable access to all of the windows of the Premises through the interior of the Premises, and not later than the business day immediately preceding the date that the window replacement work is to be commenced on each floor of the Premises, Tenant shall arrange for all items of furniture, equipment and personal property situated within five (5) feet from the windows on such floor to be removed and relocated to a protected area during the entire period that the window replacement work on such floor shall be performed, except solely for the items of furniture,

equipment and personal property set forth on Schedule A annexed to this Agreement, which items Owner and Tenant agree are not possible or are impracticable to be so removed or relocated. All other items of furniture, equipment and personal property of Tenant in the remaining vicinity of the work area of the window replacement portion of Owner's Building Improvement Work shall be adequately secured by Tenant, and Owner shall direct Owner's contractor performing the window replacement portion of Owner's Building Improvement Work to use commercially reasonable efforts to prevent damage to such remaining items of furniture, equipment and personal property by dust, debris, wind, rain and other weather conditions, and any other conditions arising out of the performance of Owner's Building Improvement Work by utilizing customary construction procedures and practices, such as the use of plastic protective covering sheets. Notwithstanding the foregoing, it shall be Tenant's affirmative obligation to remove from each such office and other area of the Premises in which window replacement work is being performed, and to relocate to a protected area, during the entire period that such window replacement work is to be performed, all artwork and any valuable items of personal property, and neither Owner nor any of Owner's contractors, agents or employees shall have any liability or responsibility whatsoever with respect to any loss or damage with respect to any such items. Additionally, if Owner's contractor shall remove any existing window in an office or other portion of the Premises as part of Owner's Building Improvement Work on any working day, then Owner shall direct Owner's contractor to install a replacement window by the end of such working day if such installation shall be reasonably possible; provided, however, that any adjustments, finishing work, repair or associated work, or clean-up, required after a window is replaced may be completed after the end of such working day but as promptly as reasonably possible. Notwithstanding the foregoing, if a replacement window is not installed by the end of such working day, Owner shall direct Owner's contractor to install protective plastic covering in the window opening at the conclusion of such working day until the window replacement work in such office or other portion of the Premises shall recommence; and

(v) the following schedule is added as Schedule A to the Seventh Amendment:

Schedule A

Items Not to be Removed and Relocated

Description of Item	Location of Item
Desk located directly against one window	6th Floor (Crosby Street side)
Furniture located directly against windows	3rd Floor (Broadway side)

3.2. The provisions of Paragraph 5.4. of the Seventh Modification are hereby amended and restated in their entirety, as follows:

"Subject to the terms hereof, Tenant shall pay to Owner, by official bank check or wire transfer, the sum of nine hundred seventy-five thousand five hundred and 00/100 ($975,500.00) dollars, as a non-refundable contribution by Tenant towards the cost of Owner's Building Improvement Work. Such amount shall be payable as follows:

(a) on Owner's Improvement Commencement Date, Tenant shall pay Owner the sum of five hundred fifty-three thousand and 00/100 ($553,000.00) dollars; and

(b) commencing on the date Owner shall achieve substantial completion of Owner's Building Improvement Work, as such date shall be reasonably determined by Owner ("Owner's Improvement Substantial Completion Date"), and on the date which shall be one (1) month thereafter for a total of two (2) such monthly payments, Tenant shall pay to Owner the sum of two hundred eleven thousand two hundred fifty and 00/100 ($211,250.00) dollars per month for a total of four hundred twenty-two thousand five hundred and 00/100 ($422,500.00) dollars."

3.3. Owner and Tenant hereby acknowledge and confirm that, notwithstanding that Owner has performed some preliminary demolition and other work relating to Owner's Building Improvement Work (as such term is defined in the Seventh Modification), Owner's Improvement Commencement Date (as such term is defined in the Seventh Modification) has not yet occurred. Owner shall give notice to Tenant of Owner's Improvement Commencement Date, as shall be determined by Owner after all of the Municipal Approvals (as such term is defined in the Seventh Modification) have been received by Owner pursuant to the provisions of Section 5.1 of the Seventh Modification. Prior to commencing Owner's Building Improvement Work, Owner shall discuss with Tenant in good faith the determination of Owner's Improvement Commencement Date. However, it is understood that the determination of Owner's Improvement Commencement Date shall be made solely by Owner in Owner's sole and absolute discretion. Further, it is understood that in no event shall Owner's Building Improvement Work be required to be performed at any times or on any days other than during normal business hours

on business days. Owner shall endeavor to schedule the performance of Owner's Building Improvement Work in such manner as to avoid excessive interference with Tenant's work spaces in the Premises during business hours to the extent reasonably practicable without causing undue delay of, or disruption to, the performance of Owner's Building Improvement Work, including, without limitation, evaluating in good faith the feasibility of performing certain portions of Owner's Building Improvement Work during non-business hours (i.e., 5:00 pm on a business day until 9:00 a.m. on the next succeeding business day) and/or on non-business days. Tenant shall compensate Owner for seventy-five (75%) percent of all increased actual and documented costs and expenses incurred by Owner arising out of or in connection with any such non-business hour or non-business day performance of any portion(s) of Owner's Building Improvement Work, as shall be determined by Owner in good faith (including, without limitation, Owner's overhead expenses calculated at a 1.5 multiple of Owner's actual and documented, out-of-pocket overtime charges incurred for non-business hour and non-business day work performed by third parties, and at a 1.5 multiple of all other actual and documented, out-of-pocket costs incurred by Owner in connection with such overtime work, as per historical practice between Owner and Tenant). All determinations as to the scheduling of Owner's Building Improvement Work, including as to whether any such non-business hour and/or non-business day portion(s) of Owner's Building Improvement Work shall be feasible, shall be made in good faith by Owner, in Owner's sole and absolute discretion, based upon Owner's discussions with Owner's contractor and Tenant with regard thereto.

4. Paragraph 6 of the Seventh Modification is hereby amended by the addition of the following at the end thereof:

", as same may hereafter be amended."

5. Brokers. Owner and Tenant each warrant and represents that there was no broker, finder or like agent instrumental in consummating this Agreement and that such party had no dealings, communications, conversations or prior negotiations with any brokers, finders or like agents concerning the modification of the Lease pursuant to this Agreement. Each representing party covenants and agrees to pay, indemnify and hold the other party harmless from and against any and all claims for all brokerage commissions, fees or other compensation by any brokers claiming to have dealt with such representing party in connection with this Agreement or arising out of any conversations or negotiations had by such representing party with any brokers concerning the modification of the Lease pursuant to this Agreement, and for any and all costs, expenses (including, without limitation, reasonable attorneys' fees, disbursements and court costs), liabilities and penalties incurred by the indemnified party in connection with or arising out of any such claims. The provisions of this section shall survive the expiration or earlier termination of the Lease.

6. Negotiation and Execution. It is specifically acknowledged by the parties that this Agreement is the result of substantive negotiations between the parties and that this Agreement has been executed and delivered by each of the parties upon the advice of independent legal counsel. It is understood and agreed that all parties shall be deemed to have prepared this Agreement in order to avoid any negative inference that might be drawn against the preparer thereof.

7. Certain Definitions. Each of the capitalized terms in this Agreement which are not otherwise defined herein shall have the meaning ascribed to such term in the Original Lease.

8. Inducement to Owner and Tenant. As a material inducement to each of Owner and Tenant to execute this Agreement, each party hereby acknowledges and represents to the other party that, to the best of the representing party's actual knowledge, the other party is not in default of any of the terms, covenants, provisions, warranties, representations and conditions of the Original Lease through the date hereof and that there are no offsets or defenses thereto.

9. Ratification. Except as may be otherwise set forth in this Agreement, all of the terms and provisions of the Lease are hereby ratified and confirmed and shall remain unmodified and in full force and effect. Additionally, the parties confirm and agree that the revocable license agreement between the parties dated September 11, 2006, as amended December 31, 2012, covering additional space in the Building, is unaffected by this Agreement and hereby is ratified and confirmed and shall remain unmodified and in full force and effect.

10. Successors and Assigns. The covenants, agreements, terms, provisions and conditions contained in this Agreement shall bind and inure to the benefit of the parties hereto and their respective successors, legal representatives and permitted assigns, if any.

11. Waiver. The failure of a party at any time to enforce any provision hereunder shall in no way affect the right of that party thereafter to enforce the same or any other provision of this Agreement; nor shall the waiver by a party of the breach of any provision hereof be taken or held to be a waiver of any subsequent breach of any such provision or as a waiver of any other provision hereof.

12. Modification. This Agreement may not be modified orally, but only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification or discharge is sought.

13. Void or Unenforceable Provisions. If any provision of this Agreement is found to be void or unenforceable by a court of competent jurisdiction, the remaining provisions of this Agreement shall nevertheless be binding upon the parties with the same force and effect as though the void or unenforceable part

had been severed and deleted.

14. Inconsistent Provisions. It is in the intent of the parties that this Agreement and the Original Lease are to be read and construed together, to the extent reasonably possible. However, in the event of any conflict or inconsistency between the terms and provisions of this Agreement and the terms and provisions of the Original Lease, then the terms and provisions of this Agreement shall govern and be binding.

15. Captions. The captions for each of the sections of this Agreement are inserted for convenience only and shall have no meaning or relevance to the construction or interpretation of this Agreement.

16. Conditions to Binding Agreement. This Agreement shall not be binding upon Owner unless and until at least two originals hereof have been executed by Tenant and counter-executed

on behalf of Owner and at least one of such originals shall have been returned to Tenant or Tenant's attorneys.

In witness whereof, the parties hereto have executed this Agreement as of the day and year first above written.

Witness:

____

Moklam Enterprises, Inc.

By: /s/ Raymond H. Yu
Name: Raymond H. Yu
Title: President

/s/ Aaron Diamond

Take-Two Interactive Software, Inc.

By: /s/ Daniel Emerson
Name: Daniel Emerson
Title: EVP + GC

State of New York)
: ss.
County of New York)

On the 18th day of December in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Raymond H. Yu, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Yung Wen Huang
Signature and Office of individual
taking acknowledgment

State of New York)
: ss.
County of New York)

On the 18th day of December in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Daniel Emerson, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity(ies), and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Christopher Hamilton
Signature and Office of individual
taking acknowledgment

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
Section 302 Certification

I, Strauss Zelnick, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2015 of Take-Two Interactive Software, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 4, 2016

/s/ STRAUSS ZELNICK

Strauss Zelnick
Chairman and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Section 302 Certification

I, Lainie Goldstein, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2015 of Take-Two Interactive Software, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 4, 2016

/s/ LAINIE GOLDSTEIN

Lainie Goldstein
Chief Financial Officer

QuickLinks

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER Section 302 Certification

QuickLinks -- Click here to rapidly navigate through this document

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U. S. C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Take-Two Interactive Software, Inc. (the "Company") on Form 10-Q for the period ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Strauss Zelnick, as Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934: and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 4, 2016	/s/ STRAUSS ZELNICK
	Strauss Zelnick *Chairman and Chief Executive Officer*

QuickLinks -- Click here to rapidly navigate through this document

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U. S. C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Take-Two Interactive Software, Inc. (the "Company") on Form 10-Q for the period ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lainie Goldstein, as Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934: and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 4, 2016

/s/ LAINIE GOLDSTEIN

Lainie Goldstein
Chief Financial Officer