

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>ZELNICK STRAUSS</u> (Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET (Street) NEW YORK NY 10036 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/19/2022 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 04/19/2022 | | J ⁽²⁾ | | 65,053 ⁽²⁾ | D | \$0 | 372,014 ⁽²⁾⁽³⁾ | I | By Zelnick Media Corporation ⁽²⁾⁽³⁾ |
| Common Stock | 04/19/2022 | | G | V | 40,103 ⁽⁴⁾ | D | \$0 ⁽⁴⁾ | 0 ⁽⁴⁾ | D | |
| Common Stock | 04/19/2022 | | G | V | 40,103 ⁽⁴⁾ | A | \$0 ⁽⁴⁾ | 110,052 ⁽⁵⁾ | I | By Zelnick Belzberg Living Trust ⁽⁵⁾ |
| Common Stock | | | | | | | | 71,551 ⁽⁶⁾ | I | By Wendy Jay Belzberg 2012 Family Trust ⁽⁶⁾ |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- EXPLANATORY NOTE: The Reporting Person filed a Form 4 on April 15, 2022 to report the annual grant and vesting of restricted units to ZelnickMedia Corporation ("ZelnickMedia") under the terms of the Management Agreement, dated as of November 17, 2017, and effective January 1, 2018 (the "Management Agreement"), between the issuer and ZelnickMedia. This Form 4 reports the distribution by ZelnickMedia to certain of its employees of 65,053 shares of Common Stock received by ZelnickMedia upon such vesting in accordance with the customary historical practices of ZelnickMedia. Such distributed Common Stock remains subject to the voting obligations and transfer restrictions of the Voting Agreement that ZelnickMedia entered into with the issuer and Zynga Inc. on January 9, 2022 in connection with the issuer's pending merger transaction with Zynga Inc.
- As previously reported, on April 13, 2022, 217,426 restricted units previously granted to ZelnickMedia vested. On April 19, 2022, ZelnickMedia distributed a total of 65,053 shares received upon such vesting to certain of its employees, including 40,103 shares to Mr. Zelnick, which shares Mr. Zelnick had previously indirectly beneficially owned through ZelnickMedia.
- Represents 372,014 restricted units held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- Mr. Zelnick received 40,103 shares pursuant to a distribution, as further described in Footnote (2) above, which receipt was exempt from Section 16 as such shares were previously held by Mr. Zelnick indirectly through ZelnickMedia. Mr. Zelnick then contributed such securities to the Zelnick/Belzberg Living Trust in exchange for no consideration.
- Represents 110,052 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.
- Represents 71,551 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Wendy Jay Belzberg 2012 Family Trust except to the extent of his pecuniary interest therein.

/s/ Strauss Zelnick 04/21/2022
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.