

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>GORDON WILLIAM B</u> _____ (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.</u> <u>110 WEST 44TH STREET</u> _____ (Street) <u>NEW YORK NY 10036</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [ TTWO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2022		A		54,222 <sup>(1)(2)</sup>	A	(1)(2)	54,222	D	
Common Stock	05/24/2022		A		211 <sup>(3)</sup>	A	\$0	54,433 <sup>(4)</sup>	D	

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

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

**Explanation of Responses:**

- Received 53,547 shares of the Issuer's common stock in exchange for 1,318,913 shares of Zynga Inc. ("Zynga") Class A Common Stock in connection with the combination between Zynga and the Issuer (the "Combination") pursuant to the terms of the Agreement and Plan of Merger, dated as of January 9, 2022 (the "Merger Agreement"), by and among the Issuer, Zebra MS I, Inc., Zebra MS II, Inc. and Zynga. In accordance with the Merger Agreement, in the Combination each share of Zynga's Class A Common Stock was cancelled and converted into the right to receive (i) 0.0406 shares of the Issuer's common stock and (ii) \$3.50 in cash, together with cash in lieu of any fractional shares of Issuer common stock. On May 20, 2022, the last trading day before the effective time of the combination, the closing price of Zynga's Class A Common Stock was \$8.18 per share, and the closing price of the Issuer's common stock was \$116.12 per share.
- Received restricted stock units with respect to 675 shares of the Issuer's common stock in the Combination in exchange for restricted stock units with respect to 9,616 shares of Zynga Class A Common Stock. Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's common stock upon vest. Pursuant to the Merger Agreement, at the effective time, each of Zynga's restricted stock units was assumed and converted into a restricted stock unit with respect to a number of shares of the Issuer's common stock (rounded down to the nearest whole share) determined by multiplying (i) the number of shares of Zynga Class A Common Stock subject to the Zynga restricted stock unit immediately prior to the effective time of the Combination by (ii) 0.0702. The converted restricted stock units will otherwise be subject to the same terms and conditions as were applicable to the Zynga restricted stock units prior to the effective time of the Combination.
- Represents the acquisition of shares pursuant to a grant of restricted common stock pursuant to the Director compensation program (the "Program") and the Issuer's 2017 Stock Incentive Plan (the "Stock Plan"). The shares of restricted stock vest on the first anniversary of the Pricing Date (as defined below). As provided by the terms of the Program and the Stock Plan, (i) the grant date was May 24, 2022; and (ii) the number of shares were determined based on the dollar value of the award and the average of the closing prices of the common stock on the ten trading days prior to May 24, 2022 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Annual Report on Form 10-K.
- Includes (i) the 53,547 shares of the Issuer's common stock described in Footnote (1) above, (ii) the 675 unvested time-based restricted stock units of the Issuer described in Footnote (2) above, and (iii) the 211 shares of unvested time-based restricted common stock described in Footnote (3) above.

/s/ William B. Gordon 05/25/2022

\*\* 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.

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