

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 18, 2019**

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

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**001-34003**

(Commission  
File Number)

**51-0350842**

(I.R.S. Employer  
Identification No.)

**110 West 44th Street New York, New York**

(Address of principal executive offices)

**10036**

(Zip Code)

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

Registrant's Former Name or Address, if changed since last report: **N/A**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$.01 par value	TTWO	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On September 18, 2019, Take-Two Interactive Software, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) in New York, New York. As of the record date for the Annual Meeting, the Company had 113,178,028 shares of its common stock, par value \$0.01 per share (the “Common Stock”), issued and outstanding. At the Annual Meeting, 99,429,547 shares of Common Stock were represented in person or by proxy. The following matters were submitted to a vote of the stockholders at the Annual Meeting.

1. Votes regarding the election of the persons named below as directors for a term expiring at the annual meeting of stockholders in 2020 and until their respective successors have been duly elected and qualified were as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Strauss Zelnick	87,014,463	4,177,822	67,184	8,170,078
Michael Dornemann	89,766,620	1,424,103	68,746	8,170,078
Roland Hernandez	83,704,374	7,485,892	69,203	8,170,078
J Moses	89,451,239	1,739,226	69,004	8,170,078
Michael Sheresky	89,211,892	1,978,768	68,809	8,170,078
LaVerne Srinivasan	91,153,460	37,718	68,291	8,170,078
Susan Tolson	90,503,700	688,475	67,294	8,170,078
Paul Viera	91,115,467	75,058	68,944	8,170,078

Based on the votes set forth above, the foregoing persons were duly elected to serve as directors, for a term expiring at the annual meeting of stockholders in 2020 and until their respective successors have been duly elected and qualified. In addition, the election of Mr. Roland Hernandez marks the beginning of his service on the Company’s Board of Directors. Following his election to the Board of Directors, also on September 18, 2019, the Company’s Board of Directors appointed Mr. Hernandez as a member of its Compensation Committee.

2. Advisory votes regarding the approval of the compensation of the named executive officers were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
86,543,345	4,600,536	115,588	8,170,078

Based on the advisory votes set forth above, the compensation of the named executive officers was duly approved, on an advisory basis, by our stockholders.

3. Votes regarding ratification of the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending March 31, 2020, were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
96,892,562	2,438,377	98,608	0

Based on the votes set forth above, the appointment of Ernst & Young LLP as independent auditors of the Company to serve for the fiscal year ending March 31, 2020 was duly ratified by our stockholders.

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**SIGNATURES**

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

TAKE-TWO INTERACTIVE SOFTWARE, INC.

By: /s/ Matthew Breitman

Name: Matthew Breitman

Title: Senior Vice President, General Counsel Americas  
& Corporate Secretary

Date: September 23, 2019

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