

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>ZELNICK STRAUSS</u> (Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	02/24/2021		G	V	5,500 ⁽²⁾	D	\$0	31,741 ⁽³⁾	I	By Zelnick Belzberg Living Trust ⁽³⁾
Common Stock	04/13/2021		A		175,001 ⁽⁴⁾	A	\$0	762,868 ⁽⁴⁾⁽⁵⁾	I	By Zelnick Media Corporation ⁽⁴⁾⁽⁵⁾
Common Stock	04/13/2021		S		119,781 ⁽⁶⁾⁽⁷⁾	D	\$182.381 ⁽⁸⁾	643,087 ⁽⁷⁾⁽⁹⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽⁹⁾
Common Stock	04/13/2021		S		105,822 ⁽⁶⁾⁽⁷⁾	D	\$182.9198 ⁽¹⁰⁾	537,265 ⁽⁷⁾⁽¹¹⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹¹⁾
Common Stock	04/13/2021		S		36,517 ⁽⁶⁾⁽⁷⁾	D	\$184.0589 ⁽¹²⁾	500,748 ⁽⁷⁾⁽¹³⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹³⁾
Common Stock	04/13/2021		S		8,864 ⁽⁶⁾⁽⁷⁾	D	\$184.9868 ⁽¹⁴⁾	491,884 ⁽⁷⁾⁽¹⁵⁾	I	By Zelnick Media Corporation ⁽⁷⁾⁽¹⁵⁾
Common Stock	04/13/2021		J ⁽¹⁶⁾		44,331 ⁽¹⁶⁾	D	\$0	447,553 ⁽¹⁶⁾⁽¹⁷⁾	I	By Zelnick Media Corporation ⁽¹⁶⁾⁽¹⁷⁾
Common Stock	04/13/2021		G	V	38,208 ⁽¹⁸⁾	D	\$0 ⁽¹⁸⁾	0 ⁽¹⁸⁾	D	
Common Stock	04/13/2021		G	V	38,208 ⁽¹⁸⁾	A	\$0 ⁽¹⁸⁾	69,949 ⁽¹⁹⁾	I	By Zelnick Belzberg Living Trust ⁽¹⁹⁾
Common Stock								71,551 ⁽²⁰⁾	I	By Wendy Jay Belzberg 2012 Family Trust ⁽²⁰⁾

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:

1. EXPLANATORY NOTE: This Form 4 primarily relates to the grant of restricted stock units to ZelnickMedia Corporation ("ZelnickMedia") on April 13, 2021 and the vesting of restricted stock units previously granted to ZelnickMedia in April 2019 and the sale of shares, including in order to satisfy the tax obligations arising from such vesting, pursuant to a previously established Rule 10b5-1 trading plan, as further described below.
2. Represents a charitable gift/transfer of shares of Common Stock to a 501(c)(3) organization.
3. Represents 31,741 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.
4. Represents the grant of 175,001 restricted units to ZelnickMedia pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 13, 2021. Includes 50,807 time-based restricted units that are scheduled to vest on April 13, 2023 and 124,194 performance-based restricted units that are scheduled to vest on April 13, 2023. Further information regarding the Restricted Unit Agreement and the restricted units, including the vesting schedule, is available in the Company's Registration Statement on Form S-3 filed with the Commission on April 13, 2021.
5. Represents 762,868 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.
6. These transactions are reported on separate lines due to the range of the sale prices.
7. On April 13, 2021, 315,315 restricted units previously granted to ZelnickMedia vested. Such restricted units were registered at the time of grant pursuant to a registration statement filed with the Commission which was automatically declared effective on April 15, 2019. The reported sale transactions were effected pursuant to a previously established Rule 10b5-1 trading plan, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.
8. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$181.64 to \$182.64, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
9. Represents 447,553 restricted units and 195,534 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
10. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$182.65 to \$183.65, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
11. Represents 447,553 restricted units and 89,712 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
12. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$183.66 to \$184.60, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
13. Represents 447,553 restricted units and 53,195 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
14. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$184.67 to \$185.63, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
15. Represents 447,553 restricted units and 44,331 shares of Common Stock held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
16. On April 13, 2021, 315,315 restricted units previously granted to ZelnickMedia vested. Following such vest, ZelnickMedia distributed a total of 44,331 shares received upon vesting to its employees, including 38,208 shares to Mr. Zelnick, which shares Mr. Zelnick had previously indirectly beneficially owned through ZelnickMedia.
17. Represents 447,553 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.
18. Mr. Zelnick received 38,208 shares pursuant to a distribution, as further described in Footnote (16) 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.
19. Represents 69,949 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick), including 38,208 shares received by Mr. Zelnick pursuant to the distribution referred to in Footnote (16) above, which were then contributed to the Zelnick/Belzberg Living Trust. Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.
20. 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

04/15/2021

** 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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