

**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>Slatoff Karl</u> <hr/> (Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET <hr/> (Street) NEW YORK NY 10036 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 04/13/2022	
	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 <sup>(1)</sup>	04/13/2022		A		197,013 <sup>(3)</sup>	A	\$0	644,566 <sup>(3)(4)</sup>	I	By Zelnick Media Corporation <sup>(3)(4)</sup>
Common Stock	04/13/2022		D		55,126 <sup>(5)</sup>	D	\$0	589,440 <sup>(5)(6)</sup>	I	By Zelnick Media Corporation <sup>(5)(6)</sup>
Common Stock	04/13/2022		S <sup>(2)</sup>		14,598 <sup>(7)(8)</sup>	D	\$137.1288 <sup>(9)</sup>	574,842 <sup>(8)</sup>	I	By Zelnick Media Corporation <sup>(8)</sup>
Common Stock	04/13/2022		S <sup>(2)</sup>		48,195 <sup>(7)(8)</sup>	D	\$138.403 <sup>(10)</sup>	526,647 <sup>(8)</sup>	I	By Zelnick Media Corporation <sup>(8)</sup>
Common Stock	04/13/2022		S <sup>(2)</sup>		88,673 <sup>(7)(8)</sup>	D	\$139.0105 <sup>(11)</sup>	437,974 <sup>(8)</sup>	I	By Zelnick Media Corporation <sup>(8)</sup>
Common Stock	04/13/2022		S <sup>(2)</sup>		907 <sup>(7)(8)</sup>	D	\$139.7715 <sup>(12)</sup>	437,067 <sup>(8)(13)</sup>	I	By Zelnick Media Corporation <sup>(8)(13)</sup>

**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:**

- EXPLANATORY NOTE: This Form 4 relates to 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 and reflects (i) the grant of 197,013 restricted units to ZelnickMedia on April 13, 2022 pursuant to the terms of the Management Agreement, (ii) the vesting of restricted units previously granted to ZelnickMedia on April 13, 2020 under the Management Agreement and the sale of shares of Common Stock by ZelnickMedia, including in order to satisfy the tax obligations arising from such vesting, pursuant to a previously established Rule 10b5-1 trading plan, and (iii) the forfeiture of 55,126 performance-based restricted units previously granted to ZelnickMedia on April 13, 2020 under the Management Agreement due to the failure to meet certain performance conditions, in each case as further described below.
- All of the sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan previously established by ZelnickMedia in relation to the vesting of restricted units granted pursuant to the Management Agreement.
- Represents the grant of 197,013 restricted units to ZelnickMedia pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 13, 2022. Includes 57,197 time-based restricted units that are scheduled to vest on April 13, 2024 and 139,816 performance-based restricted units that are scheduled to vest on April 13, 2024. 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, 2022.
- Represents 644,566 restricted units held directly by ZelnickMedia (prior to giving effect to the forfeiture and vesting of certain restricted units described in footnotes (5) and (8)), of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- Represents the forfeiture of 55,126 performance-based restricted units previously granted to ZelnickMedia on April 13, 2020 due to the failure to meet certain performance conditions.

6. Represents 372,014 restricted units and 217,426 shares of Common Stock held directly by ZelnickMedia (in each case after giving effect to the forfeiture and vesting described in footnote (5) above and footnote (8) below), of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

7. These transactions are reported on separate lines due to the range of the sale prices.

8. On April 13, 2022, 217,426 restricted units previously granted to ZelnickMedia vested. 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.

9. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$136.61 to \$137.61, 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.

10. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$137.66 to \$138.66, 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 a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$138.67 to \$139.67, 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.

12. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$139.67 to \$139.93, 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 372,014 restricted units and 65,053 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

/s/ Karl Slatoff

04/15/2022

\*\* 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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