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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended March 31, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34003

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

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**51-0350842**  
(I.R.S. Employer  
Identification No.)

**622 Broadway**  
**New York, New York**  
(Address of principal executive offices)

**10012**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(646) 536-2842**

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

**Title of each class**  
Common Stock, \$.01 par value

**Name of each exchange on which registered**  
NASDAQ Global Select Market

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the Registrant's most recently completed second fiscal quarter was approximately \$2,352,143,000.

As of May 13, 2016, there were 84,834,119 shares of the Registrant's Common Stock outstanding, net of treasury stock.

**Documents Incorporated by Reference:**

Portions of the registrant's definitive proxy statement for the 2016 Annual Meeting of Stockholders are incorporated by reference into Part III herein.

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## CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

*The statements contained herein which are not historical facts are considered forward-looking statements under federal securities laws and may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "potential," "predicts," "projects," "seeks," "will," or words of similar meaning and include, but are not limited to, statements regarding the outlook for the Company's future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual outcomes and results may vary materially from these forward-looking statements based on a variety of risks and uncertainties including, but not limited to, those discussed under the heading "Risk Factors" included in Part I, Item 1A herein. All forward-looking statements are qualified by these cautionary statements and speak only as of the date they are made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.*

## PART I

### Item 1. Business

#### General

We are a leading developer, publisher and marketer of interactive entertainment for consumers around the globe. We develop and publish products through our two wholly-owned labels Rockstar Games and 2K. Our products are currently designed for console gaming systems such as the Sony Computer Entertainment, Inc. ("Sony") PlayStation®4 ("PS4") and PlayStation®3 ("PS3"), Microsoft Corporation ("Microsoft") Xbox One® ("Xbox One") and Xbox 360® ("Xbox 360"); and personal computers ("PC"), including smartphones and tablets. We deliver our products through physical retail, digital download, online platforms and cloud streaming services.

We were incorporated under the laws of the State of Delaware in 1993 and are headquartered in New York, New York with approximately 2,933 employees globally. Our telephone number is (646) 536-2842 and our website address is [www.take2games.com](http://www.take2games.com). We make all of our filings with the Securities and Exchange Commission ("SEC") available free of charge on our website under the caption "Corporate—SEC Filings." Included in these filings are our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, which are available as soon as reasonably practicable after we electronically file or furnish such materials with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

Our website and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report on Form 10-K. You may also obtain copies of our reports without charge by writing to:

Take-Two Interactive Software, Inc.  
622 Broadway  
New York, NY 10012  
Attn: Investor Relations

You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains a website that contains annual, quarterly and current reports, proxy and information statements and other information that issuers (including the Company) file electronically with the SEC. The SEC's website is [www.sec.gov](http://www.sec.gov).

## Strategy

**Overview.** We endeavor to be the most creative, innovative and efficient company in our industry. Our core strategy is to capitalize on the popularity of video games by developing and publishing high-quality interactive entertainment experiences across a range of genres. We focus on building compelling entertainment franchises by publishing a select number of titles for which we can create sequels and incremental revenue opportunities through add-on content, microtransactions and online play. Most of our intellectual property is internally owned and developed, which we believe best positions us financially and competitively. We have established a portfolio of proprietary software content for the major hardware platforms in a wide range of genres, including action, adventure, family/casual, racing, role-playing, shooter, sports and strategy, which we distribute worldwide. We believe that our commitment to creativity and innovation is a distinguishing strength, enabling us to differentiate our products in the marketplace by combining advanced technology with compelling storylines and characters that provide unique gameplay experiences for consumers. We have created, acquired or licensed a group of highly recognizable brands to match the broad consumer demographics we serve, ranging from adults to children and game enthusiasts to casual gamers. Another cornerstone of our strategy is to support the success of our products in the marketplace through innovative marketing programs and global distribution on platforms and through channels that are relevant to our target audience.

**Support Label Structure to Target Distinct Market Segments.** Our business consists of our wholly-owned labels Rockstar Games and 2K. Rockstar Games is the developer and publisher of the interactive entertainment industry's most iconic and critically acclaimed brand, *Grand Theft Auto*, as well as other successful franchises, including *L.A. Noire*, *Max Payne*, *Midnight Club*, and *Red Dead*. We expect Rockstar Games to continue to be a leader in the action / adventure product category and create groundbreaking entertainment by leveraging our existing franchises, as well as developing new brands. 2K publishes high-quality, owned and licensed titles across a range of genres including shooter, action, role-playing, strategy, sports and family/casual. 2K is the publisher of a number of critically acclaimed, multi-million unit selling franchises including *BioShock*, *Borderlands*, *Carnival Games*, *Evolve*, *Mafia*, *NBA 2K*, *Sid Meier's Civilization*, *WWE 2K* and *XCOM*. In May 2016, 2K launched a new brand, *Battleborn*, which was created by Gearbox Software, the makers of *Borderlands*. We expect 2K to continue to be a leader by building on its existing brands, as well as by developing new franchises in the future.

**Focus on Core Strength of Producing Select, High Quality Titles.** We focus on publishing a select number of high-quality titles based on internally-owned and developed intellectual properties. We currently own the intellectual property rights to 20 proprietary brands. In addition, we will selectively develop titles based on licensed properties, including sports, and also publish externally developed titles.

We use a product investment review process to evaluate potential titles for investment, to review existing titles in development, and to assess titles after release to measure their performance in the market and the return on our investment. We apply this process to all of our products, whether internally or externally developed. The product investment review process includes reviews of each project at various stages of development by our executive management team and the senior management of our publishing labels, and includes coordination between our sales and marketing personnel before the launch of titles. This disciplined approach to product investment is expected to enhance the competitiveness and profitability of our titles.

We develop our products using a combination of our internal development teams and external development resources acting under contract with us. We typically select external developers based on their track record and expertise in developing products in the same category or genre. One developer will generally produce the same game for multiple platforms and will also produce sequels to the original game. We believe that selecting and using development resources in this manner allows us to leverage the particular expertise of our internal and external development resources, which we believe increases the quality of our products.

**Leverage Emerging Technologies, Platforms and Distribution Channels, Including Digitally Delivered Content.** Interactive entertainment played online and on mobile platforms, including tablets and smartphones, represents exciting opportunities to enhance our growth and profitability. In addition, the interactive entertainment software industry is delivering a growing amount of content for traditional platforms through digital download on the Internet. We provide a variety of digitally delivered products and offerings, which typically have a higher gross margin than physically delivered products. Virtually all of our titles that are available through retailers as packaged goods products are also available through direct digital download on the Internet (from websites we own and third-party websites). We also aim to drive ongoing engagement and incremental revenues from recurrent consumer spending on our titles after their initial purchase through downloadable offerings including add-on content, microtransactions and online play. In addition, we are publishing an expanding variety of titles for tablets and smartphones, which are delivered to consumers through digital download via the Internet. We will continue to invest in emerging opportunities in mobile and online gameplay, particularly for our wholly-owned franchises, as well as downloadable content and microtransactions that enable gamers to pay to download additional content to enhance their game playing experience.

**Expand International Business.** The global market for interactive entertainment continues to grow and we seek to increase our presence internationally, particularly in Asia, Eastern Europe and Latin America. We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. We are a direct publisher in Japan and South Korea. While we retain title to all intellectual property, under license agreements local publishers are responsible for localization of software content, distribution and marketing of the products in their respective local markets. We intend to continue to build upon our licensing relationships and also continue to expand on finished goods distribution strategies to grow our international business.

## **Our Businesses**

Our revenue is primarily derived from the sale of internally developed software titles and software titles developed by third-parties. Operating margins are dependent in part upon our ability to continually release new, commercially successful software products and to manage effectively their development and marketing costs. We have internal development studios located in Canada, China, Czech Republic, the United Kingdom and the United States. As of March 31, 2016, we had a research and development staff of 2,179 employees with the technical capabilities to develop software titles for all major consoles, handheld hardware platforms and PCs in multiple languages and territories.

Agreements with third-party developers generally give us exclusive publishing and marketing rights and require us to make development payments, pay royalties based on product sales and to satisfy other conditions. Development payments for software titles are typically recoupable against royalties otherwise due to developers based on software sales. Our agreements with third-party developers generally provide us with the right to monitor development efforts and to cease making development payments if specified development milestones are not satisfied. We also regularly monitor the level of development payments in light of the expected sales for the related titles.

We continue to engage in evolving business models such as downloadable content, online gaming and microtransactions. We expect to continue to generate incremental revenue opportunities through add-on content, microtransactions and online play.

**Rockstar Games.** Software titles published by our Rockstar Games label are primarily internally developed. We expect Rockstar Games, our wholly-owned publisher of the *Grand Theft Auto*, *Max Payne*, *Midnight Club*, *Red Dead* and other popular franchises, to continue to be a leader in the action / adventure product category and to create groundbreaking entertainment by leveraging our existing titles as well as by developing new brands. We believe that Rockstar has established a uniquely original, popular cultural

phenomenon with its *Grand Theft Auto* series, which is the interactive entertainment industry's most iconic and critically acclaimed brand and has sold-in over 240 million units. The latest installment, *Grand Theft Auto V*, was released on Sony's PS3 and Microsoft's Xbox 360 in September 2013, on Sony's PS4 and Microsoft's Xbox One in November 2014, and on PC in April 2015. *Grand Theft Auto V* includes access to *Grand Theft Auto Online*, which initially launched in October 2013. Rockstar Games is also well known for developing brands in other genres, including the *LA Noire*, *Bully* and *Manhunt* franchises. Rockstar Games continues to expand on our established franchises by developing sequels, offering downloadable episodes, content and virtual currency, and releasing titles for smartphones and tablets.

**2K.** Our 2K label has published a variety of popular entertainment properties across all key platforms and across a range of genres including shooter, action, role-playing, strategy, sports and family/casual entertainment. We expect 2K to continue to develop new, successful franchises in the future. 2K's internally owned and developed franchises include the critically acclaimed, multi-million unit selling *BioShock*, *Mafia*, *Sid Meier's Civilization* and *XCOM* series. 2K also publishes highly successful externally developed franchises such as *Borderlands* and *Evolve*. In May 2016, 2K launched *Battleborn*, a new brand created by Gearbox Software, the makers of *Borderlands*. 2K's realistic sports simulation titles include our flagship *NBA 2K* series, which continues to be the top-ranked NBA basketball video game, and the *WWE 2K* professional wrestling series.

We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and establish an online gaming presence, especially in China and South Korea. 2K has secured a multi-year license from the NBA to develop an online version of our NBA simulation game in China, Taiwan, South Korea and Southeast Asia. In October 2012, *NBA 2K Online*, our free-to-play NBA simulation game, which was co-developed by 2K and Tencent, launched commercially on the Tencent Games portal in China. In addition, in December 2015, *Civilization Online*, our free-to-play massively multiplayer online game developed by South Korean-based studio XLGAMES, launched in South Korea.

### **Intellectual Property**

Our business is highly dependent on the creation, acquisition, licensing and protection of intellectual property. The intellectual property rights we have created or acquired for our internally-owned portfolio of brands include: *BioShock*, *Bully*, *Carnival Games*, *Evolve*, *Grand Theft Auto*, *L.A. Noire*, *Mafia*, *Manhunt*, *Max Payne*, *Midnight Club*, *Red Dead*, *Sid Meier's Civilization*, *Spec Ops* and *XCOM*. We believe that content ownership facilitates our internal product development efforts and maximizes profit potential. We attempt to protect our software and production techniques under copyright, patent, trademark and trade secret laws as well as through contractual restrictions on disclosure, copying and distribution.

We also enter into content license agreements, such as those with sports leagues, players associations, music labels and musicians. These licenses are typically limited to use of the licensed rights in products for specific time periods. In addition, we license and include console manufacturer technology in our products on a non-exclusive basis, which allows our games to be played on their respective hardware systems.

### **Manufacturing**

Sony and Microsoft either manufacture or control the selection of approved manufacturers of software products sold for use on their respective hardware platforms. We place a purchase order for the manufacture of our products with Sony or Microsoft's approved replicator and then send software code and a prototype of the product to the manufacturer, together with related artwork, user instructions, warranty information, brochures and packaging designs for approval, defect testing and manufacture. Games are generally shipped within two to three weeks of receipt of our purchase order and all materials.

Production of PC software is performed by third-party vendors in accordance with our specifications and includes DVD-ROM pressing, assembly of components, printing of packaging and user manuals and

shipping of finished goods. We send software code and a prototype of a title, together with related artwork, user instructions, warranty information, brochures and packaging designs to the manufacturers. Games are generally shipped within two weeks of receipt of our manufacturing order. Our software titles typically carry a 90-day limited warranty.

## **Sales**

We sell software titles both physically and digitally in the United States, Europe, Canada, Latin America and Asia Pacific through direct relationships with large retail customers and third-party distributors. Our top customers include, among others, GameStop Corporation, Microsoft, Sony, Steam and Wal-Mart. We have sales operations in Australia, Canada, France, Germany, Japan, the Netherlands, New Zealand, Singapore, South Korea, Spain, Taiwan, the United Kingdom and the United States.

We are dependent on a limited number of customers that account for a significant portion of our sales. Sales to our five largest customers during the fiscal year ended March 31, 2016 accounted for 58.9% of our net revenue, with Sony and Microsoft each accounting for more than 10.0% of our net revenue during the fiscal year ended March 31, 2016.

We also distribute our titles, add-on content and microtransactions through direct digital download via the Internet to consoles and PCs, including smartphones and tablets. We view digital distribution as an important growth opportunity for our industry and Company; however, we expect that packaged goods and traditional retailers will continue to be a significant channel for the sale of our products for the foreseeable future.

## **Marketing**

Our marketing and promotional efforts are intended to maximize consumer interest in our titles, promote brand name recognition of our franchises, assist retailers and properly position, package and merchandise our titles. From time to time, we also receive marketing support from hardware manufacturers in connection with their own promotional efforts.

We market titles by:

- Implementing public relations campaigns, using print and online advertising, television, radio spots and outdoor advertising. We believe that we label and market our products in accordance with the applicable principles and guidelines of the Entertainment Software Rating Board, or the ESRB, an independent self-regulatory body that assigns ratings and enforces advertising guidelines for the interactive software industry.
- Satisfying certain shelf life and sales requirements under our agreements with hardware manufacturers in order to qualify for Sony's Greatest Hits Programs and Microsoft's Platinum Hits Program. In connection with these programs, we receive manufacturing discounts from Sony and Microsoft.
- Stimulating continued sales by reducing the wholesale prices of our products to retailers at various times during the life of a product. Price protection may occur at any time in a product's life cycle, but typically occurs three to nine months after a product's initial launch. In certain international markets, we also provide volume rebates to stimulate continued product sales. Price protection, sales returns and other allowances amounted to \$64.5 million, \$50.1 million and \$138.1 million during the fiscal years ended March 31, 2016, 2015 and 2014, respectively.
- Employing various other marketing methods designed to promote consumer awareness, including social media, in-store promotions and point-of-purchase displays, direct mail, co-operative advertising, attendance at trade shows as well as product sampling through demonstration software distributed via the Internet or the digital online services.

As of March 31, 2016, we had a sales and marketing staff of 355 people.

### **Product Procurement**

We procure products from suppliers principally using standard purchase orders based on our assessment of market demand. We carry inventory quantities that we believe are necessary to provide rapid response to retailer orders. We utilize electronic data interchange with many of our customers to enhance the efficiency of placing and shipping orders and receiving payments.

### **Competition**

In our business, we compete with:

- Companies that range in size and cost structure from very small with limited resources to very large with greater financial, marketing and technical personnel and other resources than ours, including Activision Blizzard, Inc., Electronic Arts Inc. and Ubisoft Entertainment S.A.
- Sony and Microsoft for the sale of interactive entertainment software. Each of these competitors is a large developer and marketer of software for their own platforms, and has the financial resources to withstand significant price competition and to implement extensive advertising campaigns.
- Other software, hardware, entertainment and media for limited retail shelf space and promotional resources. The competition is intense among an increasing number of newly introduced entertainment software titles and hardware for adequate levels of shelf space and promotional support.
- Other forms of entertainment such as motion pictures, television and audio, social networking, online computer programs, mobile games and other forms of entertainment, which may be less expensive or provide other advantages to consumers.

Competition in the entertainment software industry is based on innovation, features, playability, and product quality; brand name recognition; compatibility with popular platforms; access to distribution channels; price; marketing; and customer service. Our business is driven by hit titles, which require increasing budgets for development and marketing. Competition for our titles is influenced by the timing of competitive product releases and the similarity of such products to our titles and may result in loss of shelf space or a reduction in sell-through of our titles at retail stores.

### ***Trends and Factors Affecting our Business***

*Product Release Schedule.* Our financial results are affected by the timing of our product releases and the commercial success of those titles. Our *Grand Theft Auto* products in particular have historically accounted for a substantial portion of our revenue. *Grand Theft Auto* products contributed 54.5% of our net revenue for the fiscal year ended March 31, 2016. The timing of our *Grand Theft Auto* releases varies significantly, which in turn may affect our financial performance on a quarterly and annual basis.

*Economic Environment and Retailer Performance.* We continue to monitor economic conditions that may unfavorably affect our businesses, such as deteriorating consumer demand, pricing pressure on our products, credit quality of our receivables, and foreign currency exchange rates. Our business is dependent upon a limited number of customers who account for a significant portion of our revenue. Our five largest customers accounted for 58.9%, 64.6% and 39.4% of net revenue during the fiscal years ended March 31, 2016, 2015 and 2014, respectively. As of March 31, 2016 and 2015, five customers comprised 73.9% and 63.9% of our gross accounts receivable, respectively, with our significant customers (those that individually comprised more than 10% of our gross accounts receivable balance) accounting for 64.1% and 54.5% of such balance at March 31, 2016 and 2015, respectively. We had three customers who accounted for 35.2%, 16.8% and 12.1% of our gross accounts receivable as of March 31, 2016 and three customers who



accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of March 31, 2016 and 2015. The economic environment has affected our customers in the past, and may do so in the future. Bankruptcies or consolidations of our large retail customers could seriously hurt our business, due to uncollectible accounts receivables and the concentration of purchasing power among the remaining large retailers. Certain of our large customers sell used copies of our games, which may negatively affect our business by reducing demand for new copies of our games. While the downloadable content that we now offer for certain of our titles may serve to reduce used game sales, we expect used game sales to continue to adversely affect our business.

*Hardware Platforms.* We derive most of our revenue from the sale of products made for video game platforms manufactured by third-parties, such as Sony's PS4 and PS3 and Microsoft's Xbox One and Xbox 360, which comprised 82.6% of our net revenue by product platform for the fiscal year ended March 31, 2016. The success of our business is dependent upon the consumer acceptance of these platforms and the continued growth in the installed base of these platforms. When new hardware platforms are introduced, demand for software based on older platforms typically declines, which may negatively affect our business during the market transition to the new consoles. Accordingly, our strategy is to focus our development efforts on a select number of the highest quality titles for these platforms, while also expanding our offerings for emerging platforms such as tablets, smartphones and online games.

*Online Content and Digital Distribution.* The interactive entertainment software industry is delivering a growing amount of content through digital online delivery methods. We provide a variety of online delivered products and offerings. Virtually all of our titles that are available through retailers as packaged goods products are also available through direct digital download via the Internet (from websites we own and others owned by third-parties). In addition, we aim to drive ongoing engagement and recurrent consumer spending on our titles after their initial purchase by generating incremental revenues through downloadable offerings, including add-on content, microtransactions and online play. We also publish an expanding variety of titles for tablets and smartphones, which are delivered to consumers through digital download via the Internet. Note 17 to the Consolidated Financial Statements, "Segment and Geographic Information," discloses that net revenue from digital online channels comprised 49.3% of our net revenue by distribution channel for the fiscal year ended March 31, 2016. We expect online delivery of games and game offerings to become an increasing part of our business over the long-term.

### **International Operations**

International sales are a significant part of our business. For the fiscal years ended March 31, 2016, 2015 and 2014, 47.4%, 42.5% and 53.5%, respectively, of our net revenue was earned outside the United States. We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. We are subject to risks inherent in foreign trade, including increased credit risks, tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays and international political, regulatory and economic developments, all of which can have a significant effect on our operating results. See Notes 1 and 17 to the Consolidated Financial Statements.

### **Segment and Geographic Information**

See Note 17 to the Consolidated Financial Statements.

### **Employees**

As of March 31, 2016, we had 2,933 full-time employees, of which 1,302 were employed outside of the United States. None of our employees is subject to collective bargaining agreements. We consider our relations with employees to be satisfactory.

**Item 1A. Risk Factors**

*Our business is subject to many risks and uncertainties, which may affect our future financial performance. Because of the risks and uncertainties described below, as well as other factors affecting our operating results and financial condition, past financial performance should not be considered to be a reliable indicator of future performance and our business and financial performance could be harmed and the market value of our securities could decline.*

**Risks relating to our business**

***We are dependent on the future success of our Grand Theft Auto products and we must continue to publish "hit" titles or sequels to such "hit" titles in order to compete successfully in our industry.***

*Grand Theft Auto and certain of our other titles are "hit" products and have historically accounted for a substantial portion of our revenue. Grand Theft Auto products contributed 54.5% of the Company's net revenue for the fiscal year ended March 31, 2016 and the five best-selling franchises (including Grand Theft Auto), which may change year over year, in the aggregate accounted for 93.7% of the Company's net revenue for the fiscal year ended March 31, 2016. If we fail to continue to develop and sell new commercially successful "hit" titles or sequels to such "hit" titles or experience any delays in product releases or disruptions following the commercial release of our "hit" titles or their sequels, our revenue and profits may decrease substantially and we may incur losses. In addition, competition in our industry is intense and a relatively small number of hit titles account for a large portion of total revenue in our industry. Hit products offered by our competitors may take a larger share of consumer spending than we anticipate, which could cause revenue generated from our products to fall below our expectations. If our competitors develop more successful products or services at lower price points or based on payment models perceived as offering better value, or if we do not continue to develop consistently high quality and well-received products and services, our revenue and profitability may decline. In addition, both the online and mobile games marketplaces are characterized by frequent product introductions, relatively low barriers to entry, and new and evolving business methods, technologies and platforms for development. Widespread consumer adoption of these new platforms for games and other technological advances in online or mobile game offerings could negatively affect our sales of console and traditional PC products before we have an opportunity to develop profitable businesses in such markets.*

***We are subject to product development risks which could result in delays and additional costs, and we must adapt to changes in software technologies.***

*We depend on our internal development studios and third-party software developers to develop new interactive entertainment software within anticipated release schedules and cost projections. The development cycle for new titles generally ranges from 12 months for annual sports releases, to multiple years for certain of our top-selling titles. Therefore our development costs can be substantial. If we or our third party developers experience unanticipated development delays, financial difficulties or additional costs, we may not be able to release titles according to our schedule and at budgeted costs. There can be no assurance that our products will be sufficiently successful so that we can recoup these costs or make a profit on these products.*

*Additionally, in order to stay competitive, our internal development studios must anticipate and adapt to rapid technological changes affecting software development. Any inability to respond to technological advances and implement new technologies could render our products obsolete or less marketable.*

***The inability of our products to achieve significant market acceptance, delays in product releases or disruptions following the commercial release of our products may have a material adverse effect on our business, financial condition and operating results.***

New products may not achieve significant market acceptance, generate sufficient sales or be introduced in a timely manner to permit us to recover development, manufacturing and marketing costs associated with these products. The life cycle of a title generally involves a relatively high level of sales during the first few months after introduction followed by a rapid decline in sales. Because sales associated with an initial product launch generally constitute a high percentage of the total sales associated with the life of a product, delays in product releases or disruptions following the commercial release of one or more new products could have a material adverse effect on our business, financial condition and operating results and cause our operating results to be materially different from our expectations.

***Our business is subject to our ability to develop commercially successful products for the current video game platforms.***

We derive most of our revenue from the sale of products made for video game platforms manufactured by third parties, such as Sony's PS4 and PS3 and Microsoft's Xbox One and Xbox 360, which comprised 82.6% of the Company's net revenue by product platform for the fiscal year ended March 31, 2016. The success of our business is subject to the continued popularity of these platforms and our ability to develop commercially successful products for these platforms.

***Connectivity issues could affect our ability to sell and provide online services for our products and could affect our profitability.***

We rely upon third-party digital delivery platforms, such as Microsoft's Xbox Live, Sony Entertainment Network, Steam and other third-party service providers, to provide connectivity from the consumer to our digital products and our online services. Connectivity issues could prevent customers from accessing this content and our ability to successfully market and sell our products could be adversely affected. In addition, we could experience similar issues related to services we host on our internal servers. Such issues also could affect our ability to provide online services and could have a material adverse effect on our business, financial condition and operating results.

***Our business could be adversely affected if our consumer data protection measures are not seen as adequate or there are breaches of our security measures or unintended disclosures of our consumer data.***

We are collecting and storing consumer information, including personal information. We take measures to protect our consumer data from unauthorized access or disclosure. It is possible that our security controls over consumer data may not prevent the improper access or disclosure of personally identifiable information. In addition, due to the high profile nature of our products, we may draw a disproportionately higher amount of attention and attempts to breach our security controls than companies with lower profile products. A security breach that leads to disclosure of consumer account information (including personally identifiable information) could harm our reputation, compel us to comply with disparate breach notification laws in various jurisdictions and otherwise subject us to liability under laws that protect personal data, resulting in increased costs or loss of revenue. A resulting perception that our products or services do not adequately protect the privacy of personal information could result in a loss of current or potential consumers and business partners. In addition, if any of our business partners experience a security breach that leads to disclosure of consumer account information, our reputation could be harmed, resulting in loss of revenue.

In addition, certain of our products are online enabled. The ability of our products to offer online functionality, and our ability to offer content through a video game platform's digital distribution channel, is dependent upon the continued operation and security of such platform's online network. These third

party networks, as well as our own internal systems and websites, and the security measures related thereto may be breached as a result of third-party action, including intentional misconduct by computer hackers, employee error, malfeasance or otherwise, and result in someone obtaining unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information, or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. If an actual or perceived breach of our security occurs, we may lose business, suffer irreparable damage to our reputation, and/or incur significant costs and expenses relating to the investigation and possible litigation of claims relating to such event.

***The laws and regulations concerning data privacy and certain other aspects of our business are continually evolving. Failure to comply with these laws and regulations could harm our business.***

We are subject to certain privacy and data protection laws, including those in the United States. Certain aspects of our activities are subject to the E.U.-U.S. Privacy Shield and certain activities related to E.U. customers are registered with our U.K. data controller. The U.S. Children's Online Privacy Protection Act also regulates the collection, use, and disclosure of personal information from children under 13 years of age. Failure to comply with privacy laws, data protection laws, or age restrictions may increase our costs, subject us to expensive and distracting government investigations, and result in substantial fines.

Privacy and data protection laws are rapidly changing and likely will continue to do so for the foreseeable future, which could impact our approach to operating and marketing our games. For example, the Court of Justice of the European Union's recent decision to invalidate the E.U.-U.S. Safe Harbor regime that legitimized the transfer of certain personal data from the E.U. to the U.S. was a material change to laws on data privacy applicable to our business. The European Commission and the U.S. government have recently agreed to a new framework for transatlantic data flows known as the "E.U.-U.S. Privacy Shield," which is intended to replace the Safe Harbor regime, but the details of how this will operate in practice and the compliance implications for our business are not yet clear. The U.S. government, including the Federal Trade Commission and the Department of Commerce, is continuing to review the need for greater regulation over the collection of personal information and information about consumer behavior on the Internet and on mobile devices, and the E.U. has proposed reforms to its existing data protection legal framework. Various government and consumer agencies worldwide have also called for new regulation and changes in industry practices.

Player use of our games is subject to our privacy policy, end user license agreements, and terms of service. If we fail to comply with our posted privacy policy, EULAs, or terms of service, or if we fail to comply with existing privacy-related or data protection laws and regulations, it could result in proceedings or litigation against us by governmental authorities or others, which could result in fines or judgments against us, damage our reputation, impact our financial condition and harm our business. If regulators, the media, or consumers raise any concerns about our privacy and data protection or consumer protection practices, even if unfounded, this could also result in fines or judgments against us, damage our reputation, negatively impact our financial condition, and damage our business.

It is possible that a number of laws and regulations may be adopted or construed to apply to us in the United States and elsewhere that could restrict the interactive entertainment industry, including player privacy, advertising, taxation, content suitability, copyright, distribution and antitrust. Furthermore, the growth and development of electronic commerce and virtual goods may prompt calls for more stringent consumer protection laws that may impose additional burdens on companies such as ours conducting business through digital sales. Any such changes would require us to devote legal and other resources to address such regulation. For example, existing laws or new laws regarding the regulation of currency, banking institutions and unclaimed property may be interpreted to cover virtual currency or virtual goods. If that were to occur we may be required to seek licenses, authorizations or approvals from relevant

regulators, the granting of which may be dependent on us meeting certain capital and other requirements and we may be subject to additional regulation and oversight, all of which could significantly increase our operating costs. Changes in current laws or regulations or the imposition of new laws and regulations in the United States or elsewhere regarding these activities may lessen the growth of the interactive entertainment industry and impair our business, financial condition, and operating results.

***Security breaches involving the source code for our products or other sensitive and proprietary information could adversely affect our business.***

We securely store the source code for our interactive entertainment software products as it is created. A breach, whether physical, electronic or otherwise, of the systems on which such source code and other sensitive data are stored could lead to damage or piracy of our software. In addition, certain parties with whom we do business are given access to our sensitive and proprietary information in order to provide services and support our team. These third parties may misappropriate our information and engage in unauthorized use of it. If we are subject to data security breaches, we may have a loss in sales or increased costs arising from the restoration or implementation of additional security measures which could materially and adversely affect our business, financial condition and operating results. Any theft and/or unauthorized use or publication of our trade secrets and other confidential business information as a result of such an event could adversely affect our competitive position, reputation, brand, and future sales of our products. Our business could be subject to significant disruption, and we could suffer monetary and other losses and reputational harm, in the event of such incidents and claims.

***We rely on complex information technology systems and networks to operate our business. Any significant system or network disruption could negatively impact our business.***

We rely on the efficient and uninterrupted operation of complex information technology systems and networks, some of which are within Take-Two and some of which are managed and/or hosted by third-party providers. All information technology systems and networks are potentially vulnerable to damage or interruption from a variety of sources, including but not limited to cyber-attacks, malicious software, security breach, energy blackouts, natural disasters, terrorism, war and telecommunication failures. We may also face sophisticated attacks, referred to as advanced persistent threats, which are cyber-attacks aimed at compromising our intellectual property and other commercially-sensitive information, such as the source code and game assets for our software or confidential customer or employee information, which remain undetected for prolonged periods of time. Information technology system or network failure or security breach could negatively impact our business continuity, operations and financial results. These risks extend to the networks and e-commerce sites of console platform providers and other partners who sell and host our content online. We may incur additional costs to remedy the damages caused by these disruptions or security breaches.

***Our efforts to expand into new products and services may subject us to additional risks.***

In recent years, we have invested in emerging opportunities in interactive entertainment played on mobile platforms, including tablets and smartphones, and online platforms, including social networks. We have also grown our product offerings that are available through digital download. We are actively investing to capitalize on these trends in order to diversify our product mix, reduce our operating risks, and increase our revenue. There are risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. There is no assurance that we will be able to attract a sufficiently large number of customers or recover costs incurred for developing and marketing these new products or services. External factors, such as competitive alternatives and shifting market preferences, may also impact the successful implementation of any new products or services. Failure to successfully manage these risks in the development and implementation of new products or services could have a material adverse effect on our business, financial condition and operating results.

***We depend on our key management and product development personnel.***

Our continued success will depend to a significant extent on our senior management team and our relationship with ZelnickMedia Corporation ("ZelnickMedia"). Our Executive Chairman/Chief Executive Officer and President are partners of ZelnickMedia. We are also highly dependent on the expertise, skills and knowledge of certain of our Rockstar employees and other key creative personnel responsible for content creation and development of our *Grand Theft Auto* titles and titles based on other brands. We may not be able to continue to retain these personnel at current compensation levels, or at all.

The loss of the services of our executive officers, ZelnickMedia, our key Rockstar employees or other key creative personnel could significantly harm our business. In addition, if one or more key employees were to join a competitor or form a competing company, we may lose additional personnel, experience material interruptions in product development, delays in bringing products to market and difficulties in our relationships with licensors, suppliers and customers, which would significantly harm our business. Failure to continue to attract and retain other qualified management and creative personnel could adversely affect our business and prospects.

***Declines in consumer spending and other adverse changes in the economy could have a material adverse effect on our business, financial condition and operating results.***

Most of our products involve discretionary spending on the part of consumers. We believe that consumer spending is influenced by general economic conditions and the availability of discretionary income. This makes our products particularly sensitive to general economic conditions and economic cycles as consumers are generally more willing to make discretionary purchases, including purchases of products like ours, during periods in which favorable economic conditions prevail. Adverse economic conditions such as a prolonged U.S. or international general economic downturn, including periods of increased inflation, unemployment levels, tax rates, interest rates, energy prices or declining consumer confidence could also reduce consumer spending. Reduced consumer spending has and may in the future continue to result in reduced demand for our products and may also require increased selling and promotional expenses, which has had and may continue to have an adverse effect on our business, financial condition and operating results. In addition, during periods of relative economic weakness, our consolidated credit risk, reflecting our counterparty dealings with distributors, customers, capital providers and others may increase, perhaps materially so. Furthermore, uncertainty and adverse changes in the economy could also increase the risk of material losses on our investments, increase costs associated with developing and publishing our products, increase the cost and availability of sources of financing, and increase our exposure to material losses from bad debts, any of which could have a material adverse effect on our business, financial condition and operating results. If economic conditions worsen, our business, financial condition and operating results could be adversely affected.

***Changes in our tax rates or exposure to additional tax liabilities could adversely affect our earnings and financial condition.***

We are subject to income taxes in the U.S. and in various other jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes, and in the ordinary course of business there are many transactions and calculations where the ultimate tax determination is uncertain. We are required to estimate future taxes. Although we currently believe our tax estimates are reasonable, the estimate process is inherently uncertain, and such estimates are not binding on tax authorities. Further, our effective tax rate could be adversely affected by a variety of factors, including changes in the business, including the mix of earnings in countries with differing statutory tax rates, changes in tax elections, and changes in applicable tax laws. Additionally, tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Should the ultimate tax liability exceed estimates, our income tax provision and net income or loss could be adversely affected.

Historically, we recorded a valuation allowance against most of our U.S. deferred tax assets. We expect to provide a valuation allowance on future U.S. tax benefits until we can sustain a level of profitability or until other significant positive evidence arises that suggest that these benefits are more likely than not to be realized. Further, our tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Should our ultimate tax liability exceed our estimates, our income tax provision and net income or loss could be materially affected.

We earn a significant amount of our operating income, and hold a significant portion of our cash, outside the U.S. Any repatriation of funds currently held in foreign jurisdictions may result in higher effective tax rates for the Company. In addition, there have been proposals to change U.S. tax laws that would significantly impact how U.S. multinational corporations are taxed on foreign earnings. Although we cannot predict whether or in what form this proposed legislation will pass, if enacted it could have a material adverse impact on our income tax provision and financial condition.

We are also required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes, in both the U.S. and foreign jurisdictions. We are regularly under examination by tax authorities with respect to these non-income taxes. There can be no assurance that the outcomes from these examinations, changes in our business or changes in applicable tax rules will not have an adverse effect on our net income or loss and financial condition.

***Unclaimed property audits by governmental authorities could adversely impact our operating results.***

We are subject to unclaimed property (escheat) laws which require us to turn over to certain government authorities the property of others held by us that has been unclaimed for a specified period of time. We are subject to audit by individual U.S. states with regard to our escheatment practices. The legislation and regulations related to unclaimed property matters tend to be complex and subject to varying interpretations by both government authorities and taxpayers. Although management believes that the positions we have taken are reasonable, various taxing authorities may challenge certain of the positions we have taken, which may also potentially result in additional liabilities for unclaimed property and interest in excess of accrued liabilities. Our positions are reviewed as events occur such as the availability of new information, the lapsing of applicable statutes of limitations, the measurement of additional estimated liability based on current calculations or the rendering of relevant court decisions. An unfavorable resolution of assessments by a governmental authority could have a material adverse effect on our financial condition, results of operations and cash flows in future periods.

***Our quarterly operating results are dependent on the release of "hit" titles and are highly seasonal which may cause our quarterly operating results to fluctuate significantly.***

We have experienced and may continue to experience wide fluctuations in quarterly operating results. The release of a "hit" title typically leads to a high level of sales during the first few months after introduction followed by a rapid decline in sales. In addition, the interactive entertainment industry is highly seasonal, with sales typically higher during the fourth calendar quarter, due primarily to increased demand for games during the holiday season. Demand for and sales of titles in our *NBA 2K* series are also seasonal in that they are typically released just prior to the start of the NBA season. If a key event or sports season to which our product release schedule is tied were to be delayed or cancelled, our sales might also suffer disproportionately. Our failure or inability to produce "hit" titles or introduce products on a timely basis to meet seasonal fluctuations in demand could adversely affect our business, financial condition and operating results. The uncertainties associated with software development, manufacturing lead times, production delays and the approval process for products by hardware manufacturers and other licensors make it difficult to predict the quarter in which our products will ship and therefore may cause us to fail to meet financial expectations.

***Price protection granted to our customers and returns of our published titles by our customers may adversely affect our operating results.***

We are exposed to the risk of price protection and product returns with respect to our customers. Our distribution arrangements with customers generally do not give them the right to return titles to us or to cancel firm orders. However, we sometimes accept product returns from our distribution customers for stock balancing and negotiate accommodations for customers, which include credits and returns, when demand for specific products falls below expectations. We grant price protection and accept returns in connection with our publishing arrangements and revenue is recognized after deducting estimated price protection and reserves for returns. While we believe that we can reliably estimate future price protection and returns, if price protection and return rates for our products exceed our reserves, our revenue could decline, which could have a material adverse effect on our business, financial condition and operating results.

***Increased sales of used video game products could lower our sales.***

Certain of our larger customers sell used video games, which are generally priced lower than new video games. If our customers increase their sales of used video games, it could negatively affect our sales of new video games and have an adverse influence on our business, financial condition and operating results.

***A limited number of customers account for a significant portion of our sales. The loss of a principal customer or other significant business relationship could seriously hurt our business.***

A substantial portion of our product sales are made to a limited number of customers. Sales to our five largest customers during the fiscal year ended March 31, 2016 accounted for 58.9% of our net revenue, with Sony and Microsoft each accounting for more than 10.0% of our net revenue during the fiscal year ended March 31, 2016. Our sales are made primarily pursuant to purchase orders without long-term agreements or other commitments, and our customers may terminate their relationship with us at any time. Certain of our customers may decline to carry products containing mature content. The loss of our relationships with principal customers or a decline in sales to principal customers, including as a result of a product being rated "AO" (age 18 and over) could materially adversely affect our business, financial condition and operating results. In addition, if our customers are subject to pricing pressures due to deteriorating demand for our products, competitive pressure, or otherwise, such customers may pass those pricing pressures through to us, which could materially adversely affect our business, financial condition and operating results.

Furthermore, our customers may also be placed into bankruptcy, become insolvent or be liquidated due to economic downturns, global contractions of credit or for other factors. Bankruptcies or consolidations of certain large retail customers could seriously hurt our business, including as a result of uncollectible accounts receivable from such customers and the concentration of purchasing power among remaining large retailers. In addition, our results of operations may be adversely affected if certain of our customers who purchase on credit terms are no longer eligible to purchase on such terms due to their financial distress, which may reduce the quantity of products they demand from us.

***If our marketing and advertising efforts fail to resonate with consumers, our business, financial condition and operating results could be adversely affected.***

Our products are marketed worldwide through a diverse spectrum of advertising and promotional programs such as television and online advertising, social media advertising, print advertising, retail merchandising, website development and event sponsorship. Our ability to sell our products and services is dependent in part on the success of these programs. If the marketing for our products and services fails to resonate with consumers, particularly during the holiday season or other key selling periods, or if



advertising rates or other media placement costs increase, these factors could have a material adverse influence on our business, financial condition and operating results.

***The interactive entertainment software industry is highly competitive.***

We compete for both licenses to properties and the sale of interactive entertainment software with Sony and Microsoft, each of which is a large developer and marketer of software for its own platforms. We also compete with game publishers, such as Activision Blizzard, Inc. and Electronic Arts Inc. and Ubisoft Entertainment S.A. As our business is dependent upon our ability to develop hit titles, which require increasing budgets for development and marketing, the availability of significant financial resources has become a major competitive factor in developing and marketing software games. Some of our competitors have greater financial, technical, personnel and other resources than we do and are able to finance larger budgets for development and marketing and make higher offers to licensors and developers for commercially desirable properties. Our titles also compete with other forms of entertainment, such as social media and casual games, in addition to motion pictures, television and audio and video products featuring similar themes, online computer programs and other entertainment, which may be less expensive or provide other advantages to consumers.

A number of software publishers who compete with us have developed and commercialized or are currently developing online games for use by consumers over the Internet. If technological advances significantly increase the availability of online games and if consumer acceptance of online gaming grows substantially, it could result in a decline in our platform-based software sales and negatively affect sales of such products.

***Increased competition for limited shelf space and promotional support from retailers could affect the success of our business and require us to incur greater expenses to market our titles.***

Retailers have limited shelf space and promotional resources and competition is intense among newly introduced interactive entertainment software titles for adequate levels of shelf space and promotional support. Competition for retail shelf space is expected to continue to increase, which may require us to increase our marketing expenditures to maintain desirable sales levels of our titles. Competitors with more extensive lines and more popular titles may have greater bargaining power with retailers. Accordingly, we may not be able, or we may have to pay more than our competitors, to achieve similar levels of promotional support and shelf space.

***Our business is partly dependent on our ability to enter into successful software development arrangements with third-parties.***

Our success depends on our ability to continually identify and develop new titles on a timely basis. We rely on third-party software developers for the development of some of our titles. Quality third-party developers are continually in high demand. Software developers who have developed titles for us in the past may not be available to develop software for us in the future. Due to the limited number of third-party software developers and the limited control that we exercise over them, these developers may not be able to complete titles for us on a timely basis or within acceptable quality standards, if at all. We have entered into agreements with third-parties to acquire the rights to publish and distribute interactive entertainment software as well as to use licensed intellectual properties in our titles. These agreements typically require us to make development payments, pay royalties and satisfy other conditions. Our development payments may not be sufficient to permit developers to develop new software successfully, which could result in material delays and significantly increase our costs to bring particular products to market. Software development costs, promotion and marketing expenses and royalties payable to software developers and third-party licensors have increased significantly in recent years and reduce potential profits derived from sales of our software. Future sales of our titles may not be sufficient to recover development payments and advances to software developers and licensors, and we may not have adequate financial and other

resources to satisfy our contractual commitments to such developers. If we fail to satisfy our obligations under agreements with third-party developers and licensors, the agreements may be terminated or modified in ways that are burdensome to us, and have a material adverse effect on our business, financial condition and operating results.

***We cannot publish our titles without the approval of hardware licensors that are also our competitors.***

We are required to obtain licenses from Sony and Microsoft, which are also our competitors, to develop and publish titles for their respective hardware platforms. Our existing platform licenses require that we obtain approval for the publication of new titles on a title-by-title basis. As a result, the number of titles we are able to publish for these hardware platforms, our ability to manage the timing of the release of these titles and, accordingly, our net revenue from titles for these hardware platforms, may be limited. If a licensor chooses not to renew or extend our license agreement at the end of its current term, or if a licensor were to terminate our license for any reason or does not approve one or more of our titles, we may be unable to publish that title as well as additional titles for that licensor's platform. Termination of any such agreements or disapproval of titles could seriously hurt our business and prospects. We may be unable to continue to enter into license agreements for certain current generation platforms on satisfactory terms or at all. Failure to enter into any such agreement could also seriously hurt our business.

***We rely on a limited number of channel partners some of whom influence the fee structures for online distribution of our games on their platforms.***

We rely on a limited number of channel partners, some of whom have retained the right to change the fee structures for online distribution of both paid content and free content (including patches and corrections) that we license to them for distribution on their platforms. Such channel partners' ability to set or influence royalty rates may increase costs, which could negatively affect our operating margins. We may be unable to distribute our content in a cost-effective or profitable manner through such distribution channel, which could adversely affect our business, financial condition and operating results.

Outside of fee arrangements, our agreements with our channel partners sometimes give them significant control over other aspects of the distribution of our products and services that we develop for their platform. If our channel partners establish terms that restrict our offerings through their channels, or significantly impact the financial terms on which these products or services are offered to our customers, we may be unable to distribute our product offerings through them or be forced to do so on a materially worse financial or business terms.

***We may not be able to adequately adjust our cost structure in a timely fashion in response to a sudden decrease in demand.***

In the event of a significant decline in revenue, we may not be able to dispose of facilities, reduce personnel or make other changes to our cost structure without disruption to our operations or without significant termination and exit costs. Management may not be able to implement such actions in a timely manner, if at all, to offset an immediate shortfall in revenue and profit. Moreover, reducing costs may impair our ability to produce and develop software titles at sufficient levels in the future.

***The increasing importance of digital sales to our business exposes us to the risks of that business model, including greater competition.***

The proportion of our revenues derived from digital content delivery, as compared to traditional retail sales, may continue to increase. The increased importance of digital content delivery in our industry increases our potential competition, as the minimum capital needed to produce and publish a digitally delivered game is significantly less than that needed to produce and publish one that is purchased through retail distribution and is played on a game console. This will also require us to dedicate capital to

developing and implementing alternative marketing strategies, which we may not do successfully. If either occurs, we may be unable to effectively market and distribute our products, which could materially adversely affect our business, financial condition and operating results. In addition, a continuing shift to digital delivery could result in a deprioritization of our products by traditional retailers. The increasing importance of digital sales to our business could also result in increasing issues with our digital distribution process, including difficulties our distributors have with collecting from consumers and any associated rebates we would owe.

***We use open source software in connection with certain of our games and services, which may pose particular risks to our proprietary software, products, and services in a manner that could have a negative impact on our business.***

We use open source software in connection with certain of our games and the services we offer. Some open source software licenses require users who distribute open source software as part of their software to publicly disclose all or part of the source code to such software or make available any derivative works of the open source code on unfavorable terms or at no cost. The terms of various open source licenses have not been interpreted by courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our use of the open source software. Were it determined that our use was not in compliance with a particular license, we may be required to release our proprietary source code, pay damages for breach of contract, re-engineer our games, discontinue distribution in the event re-engineering cannot be accomplished on a timely basis or take other remedial action that may divert resources away from our game development efforts, any of which could harm our business.

***We depend on servers and Internet bandwidth to operate our games and digital services with online features. If we were to lose server capacity or lack sufficient Internet bandwidth for any reason, our business could suffer.***

We rely on data servers, including those owned or controlled by third parties, to enable our customers to download our games and other downloadable content, and to operate our online games and other products with online functionality. Events such as limited hardware failure, any broad-based catastrophic server malfunction, a significant intrusion by hackers that circumvents security measures, or a failure of disaster recovery services would likely interrupt the functionality of our games with online services and could result in a loss of sales for games and related services. An extended interruption of service could materially adversely affect our business, financial condition and operating results.

We expect a significant portion of our games to be on-line enabled in the future, and therefore we must project our future server needs and make advance purchases of servers or server capacity to accommodate expected business demands. If we underestimate the amount of server capacity our business requires or if our business were to grow more quickly than expected, our consumers may experience service problems, such as slow or interrupted gaming access. Insufficient server capacity may result in decreased sales, a loss of our consumer base and adverse consequences to our reputation. Conversely, if we overestimate the amount of server capacity required by our business, we may incur additional operating costs.

Because of the potential importance of our online business to our revenues and results of operations, our ability to access adequate Internet bandwidth and online computational resources to support our business is critical. If the price of either such resource increases, we may not be able to increase our prices or subscriber levels to compensate for such costs, which could materially adversely affect our business, financial condition and operating results.

***We submit our products for rating by the Entertainment Software Rating Board ("ESRB") in the United States and other voluntary or government ratings organizations in foreign countries. Failure to obtain a target rating for certain of our products could negatively affect our ability to distribute and sell those games, as could the re-rating of a game for any reason.***

We voluntarily submit our game products to the ESRB, a U.S.-based non-profit and independent ratings organization. The ESRB system provides consumers with information about game content using a rating symbol that generally suggests the appropriate player age group and specific content descriptors, such as graphic violence, profanity or sexually explicit material. The ESRB may impose significant penalties on game publishers for violations of its rules related to rating or marketing games, including revocation of a rating or monetary fines. Other countries require voluntary or government backed ratings as prerequisites for product sales. In some instances, we may have to modify our products in order to market them under the target rating, which could delay or disrupt the release of our products. In addition, some of our titles may not be sold at all or without extensive edits in certain countries, such as Germany.

In the United States, if the ESRB rates a game as "AO" (age 18 and older), platform licensors may not certify the game and retailers may refuse to sell it. In addition, some consumers have reacted to re-ratings or controversial game content by refusing to purchase such games, demanding refunds for games that they had already purchased, and refraining from buying other games published by us. Many of our Rockstar titles and certain of our 2K titles have been rated "M" (age 17 and older) by the ESRB. If we are unable to obtain "M" ratings and instead receive "AO" ratings on future versions of those or similar titles as a result of changes in the ESRB's ratings standards or for other reasons, including the adoption of legislation in this area, our business and prospects could be negatively affected. If any of our games are re-rated by the ESRB or other foreign based ratings organizations, we could be exposed to litigation, administrative fines and penalties and other potential liabilities, and our operating results and financial condition could be significantly affected.

We have implemented processes to comply with the requirements of the ESRB and other ratings organizations and properly display the designated rating symbols and content descriptions. Nonetheless, these processes are subject to human error, circumvention, overriding and reasonable resource constraints. If a video game we published were found to contain undisclosed pertinent content, the ESRB could re-rate a game, retailers could refuse to sell it and demand that we accept the return of any unsold copies or returns from customers, and consumers could refuse to buy it or demand that we refund their money. This could have a material negative affect on our operating results and financial condition. In addition, we may be exposed to litigation, administrative fines and penalties and our reputation could be harmed, which could affect sales of other video games we sell. If any of these consequences were to occur, our business and financial performance could be significantly harmed.

***Content policies adopted by retailers, consumer opposition and litigation could negatively affect sales of our products.***

Retailers may decline to sell interactive entertainment software containing what they judge to be graphic violence or sexually explicit material or other content that they deem inappropriate for their businesses. If retailers decline to sell our products based upon their opinion that they contain objectionable themes, graphic violence or sexually explicit material or other generally objectionable content, or if any of our previously "M" rated series products are rated "AO," we might be required to significantly change or discontinue particular titles or series, which in the case of our best-selling *Grand Theft Auto* titles could seriously affect our business. Consumer advocacy groups have opposed sales of interactive entertainment software containing objectionable themes, violence or sexual material or other objectionable content by pressing for legislation in these areas and by engaging in public demonstrations and media campaigns. Additionally, although lawsuits seeking damages for injuries allegedly suffered by third-parties as a result of video games have generally been unsuccessful in the courts, claims of this kind have been asserted against us from time to time and may be asserted and be successful in the future.

***Our results of operations or reputation may be harmed as a result of offensive consumer-created content.***

We are subject to risks associated with the collaborative online features in our games which allow consumers to post narrative comments, in real time, that are visible to other consumers. From time to time, objectionable and offensive consumer content may be posted to a gaming or other site with online chat features or game forums which allow consumers to post comments. We may be subject to lawsuits, governmental regulation or restrictions, and consumer backlash (including decreased sales and harmed reputation), as a result of consumers posting offensive content. We may also be subject to consumer backlash from comments made in response to postings we make on social media sites such as Facebook, YouTube and Twitter.

***We are subject to risks and uncertainties of international trade, including fluctuations in the values of local foreign currencies against the dollar.***

Sales in international markets, primarily in Europe, have accounted for a significant portion of our net revenue. For the fiscal year ended March 31, 2016, 47.4% of our net revenue was earned outside the United States. We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. We are subject to risks inherent in foreign trade, including increased credit risks, tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays, and international political, regulatory and economic developments, all of which can have a significant influence on our operating results. Many of our international sales are made in local currencies, which could fluctuate against the dollar. While we may use forward exchange contracts to a limited extent to seek to mitigate foreign currency risk, our operating results could be adversely affected by unfavorable foreign currency fluctuations.

***We face risks from our international operations.***

We are subject to certain risks because of our international operations, particularly as we continue to grow our business and presence in Asia, Latin America and other parts of the world. Changes to and compliance with a variety of foreign laws and regulations may increase our cost of doing business and our inability or failure to obtain required approvals could harm our international and domestic sales. Trade legislation in either the United States or other countries, such as a change in the current tariff structures, import/export compliance laws or other trade laws or policies, could adversely affect our ability to sell or to distribute in international markets. We incur additional legal compliance costs associated with our international operations and could become subject to legal penalties in foreign countries if we do not comply with local laws and regulations which may be substantially different from those in the United States. In many foreign countries, particularly in those with developing economies, it may be common to engage in business practices that are prohibited by United States laws and regulations, such as the Foreign Corrupt Practices Act, and by local laws, such as laws prohibiting corrupt payments to government officials. Although we implement policies and procedures designed to ensure compliance with these laws, there can be no assurance that all of our employees, contractors and agents, as well as those companies to which we outsource certain of our business operations, including those based in or from countries where practices which violate such laws may be customary, will not take actions in violation of our policies. Any such violation, even if prohibited by our policies, could have a material adverse effect on our business.

***If we are unable to protect the intellectual property relating to our software, the commercial value of our products will be adversely affected and our competitive position could be harmed.***

We develop proprietary software and have obtained the rights to publish and distribute software developed by third-parties. We attempt to protect our software and production techniques under patent, copyright, trademark and trade secret laws as well as through contractual restrictions on disclosure, copying and distribution. Our software is susceptible to piracy and unauthorized copying. Unauthorized third-parties

may be able to copy or to reverse engineer our software to obtain and use programming or production techniques that we regard as proprietary. Well organized piracy operations have also proliferated in recent years, resulting in the ability to download pirated copies of our software over the Internet. Although we attempt to incorporate protective measures into our software, piracy of our products could negatively affect our future profitability.

***If we infringe on or are alleged to infringe on the intellectual property rights of third-parties, our business could be adversely affected.***

As our industry grows, we may be subject to an increasing amount of litigation that is common in the software industry based on allegations of infringement or other alleged violations of patent, copyright and/or trademarks. In addition, we believe that interactive entertainment software will increasingly become the subject of claims that such software infringes on the intellectual property rights of others with both the growth of online functionality and advances in technology, game content and software graphics as games become more realistic. From time to time, we receive notices from third-parties or are named in lawsuits by third-parties alleging infringement of their proprietary rights. Although we believe that our software and technologies and the software and technologies of third-party developers and publishers with whom we have contractual relations do not and will not infringe or violate proprietary rights of others, it is possible that infringement of proprietary rights of others may occur. Any claims of infringement, with or without merit, could be time consuming, costly and difficult to defend. Moreover, intellectual property litigation or claims could require us to discontinue the distribution of products, obtain a license or redesign our products, which could result in additional substantial costs and material delays.

***Our software is susceptible to errors, which can harm our financial results and reputation.***

The technological advancements of new hardware platforms result in the development of more complex software products. As software products become more complex, the risk of undetected errors in new products increases. We may need to produce and distribute patches in order to repair such errors, which could be costly and may distract our developers from working on new products. If, despite testing, errors are found in new products or releases after shipments have been made, we could experience a loss of or delay in timely market acceptance, product returns, loss of revenue, increases in costs relating to the repair of such errors and damage to our reputation.

***If we acquire or invest in other businesses, intellectual properties or other assets, we may be unable to integrate them with our business, our financial performance may be impaired and/or we may not realize the anticipated financial and strategic goals for such transactions.***

If appropriate opportunities present themselves, we may acquire or make investments in businesses, intellectual properties and other assets that we believe are strategic. We may not be able to identify, negotiate or finance any future acquisition or investment successfully. Even if we do succeed in acquiring or investing in a business, intellectual property or other asset, such acquisitions and investments involve a number of risks, including:

- retaining key employees and maintaining the key business and customer relationships of the businesses we acquire;
- cultural challenges associated with integrating employees from an acquired company or business into our organization;
- the possibility that the combined company would not achieve the expected benefits, including any anticipated operating and product synergies, of the acquisition as quickly as anticipated or that the costs of, or operational difficulties arising from, an acquisition would be greater than anticipated;

- significant acquisition-related accounting adjustments, particularly relating to an acquired company's deferred revenue, that may cause reported revenue and profits of the combined company to be lower than the sum of their stand-alone revenue and profits;
- significant accounting charges resulting from the completion and integration of a sizeable acquisition and increased capital expenditures, including potential impairment charges incurred to write down the carrying amount of intangible assets generated as a result of an acquisition;
- the possibility that we will not discover important facts during due diligence that could have a material adverse effect on the value of the businesses we acquire, including the possibility that a change of control of a company we acquire triggers a termination of contractual or intellectual property rights important to the operation of its business;
- the need to integrate an acquired company's accounting, management information, human resource and other administrative systems to permit effective management and timely reporting, and the need to implement or remediate controls, procedures and policies appropriate for a public company in an acquired company that, prior to the acquisition, lacked these controls, procedures and policies;
- litigation or other claims in connection with, or inheritance of claims or litigation risks as a result of, an acquisition, including claims from terminated employees, customers or other third-parties; and
- to the extent that we engage in strategic transactions outside of the United States, we face additional risks, including risks related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries.

Future acquisitions and investments could also involve the issuance of our equity and equity-linked securities (potentially diluting our existing stockholders), the incurrence of debt, contingent liabilities or amortization expenses, write-offs of goodwill, intangibles, or acquired in-process technology, or other increased cash and non-cash expenses such as stock-based compensation. Any of the foregoing factors could harm our financial condition or prevent us from achieving improvements in our financial condition and operating performance that could have otherwise been achieved by us on a stand-alone basis. Our stockholders may not have the opportunity to review, vote on or evaluate future acquisitions or investments.

***Our ability to acquire and maintain licenses to intellectual property, especially for sports titles, affects our revenue and profitability. Competition for these licenses may make them more expensive and increase our costs.***

Certain of our products are based on or incorporate intellectual property owned by others. For example, certain of our 2K products include rights licensed from major sports leagues and players' associations. Similarly, some of our other titles are based on licenses of popular entertainment products. Competition for these licenses is intense. If we are unable to maintain these licenses or obtain additional licenses on reasonable economic terms or with significant commercial value, our revenue and profitability could decline significantly. Competition for these licenses may also increase the advances, guarantees and royalties that we must pay to the licensor, which could significantly increase our costs and adversely affect our profitability. In addition, on certain intellectual property licenses, we are subject to guaranteed minimum payments, royalties or standards of performance and may not be able to terminate these agreements prior to their stated expiration. If such licensed products do not generate revenues in excess of such minimum guarantees, our profitability will be adversely affected.

***We are subject to contractual covenants which place certain limitations on how we manage our business.***

Our Second Amended and Restated Credit Agreement (as amended, the "Credit Agreement") and the indentures governing our 1.75% Convertible Notes due 2016 in November 2011 ("the 1.75% Convertible

Notes") and 1.00% Convertible Notes due 2018 in June 2013 (the "1.00% Convertible Notes" and together with the 1.75% Convertible Notes, the "Convertible Notes") may limit our ability to take various actions, including incurring additional debt, paying dividends, repurchasing shares and acquiring or disposing of assets or businesses. In addition, we have granted a security interest in connection with certain compensatory arrangements which limits our ability to incur senior debt in excess of certain amounts. Accordingly, we may be restricted from taking actions that management believes would be desirable and in the best interests of us and our stockholders. Our Credit Agreement and the indentures also require us to satisfy specified financial and non-financial covenants. A breach of any of the covenants contained in our Credit Agreement could result in an event of default under the agreement and under the indentures governing our Convertible Notes and would allow our lenders and noteholders to pursue various remedies, including accelerating the repayment of any outstanding indebtedness.

***Our business and products are subject to potential legislation. The adoption of such proposed legislation could limit the retail market for our products.***

Several proposals have been made for federal legislation to regulate our industry. Such proposals seek to prohibit the sale of products containing certain content included in some of our games. If any such proposals are enacted into law, it may limit the potential market for some of our games in the United States, and adversely affect our business, financial condition and operating results. Other countries, such as Germany, have adopted laws regulating content both in packaged games and those transmitted over the Internet that are stricter than current United States laws. In the United States, proposals have also been made by numerous state legislators to regulate and prohibit the sale of interactive entertainment software products containing certain types of violent or sexual content to under 17 or 18 audiences, such as the State of California's "ultraviolent video games law" that sought to ban the sale or rental of violent video games to minors. While such legislation to date has been enjoined by industry and retail groups or been found unconstitutional, the adoption into law of such legislation in federal and/or in state jurisdictions in which we do significant business could severely limit the retail market for some of our games.

***We may be required to record a significant charge to earnings if our goodwill becomes impaired.***

We are required under U.S. generally accepted accounting principles to review our goodwill for impairment at least annually or more frequently when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered a change in circumstances, indicating a requirement to reevaluate whether our goodwill continues to be recoverable, include a significant decline in stock price and market capitalization, slower growth rates in our industry or other materially adverse events. We may be required to record a significant charge to earnings in our financial statements during the period in which any impairment of our goodwill is determined. This may adversely affect our operating results.

***Our reported financial results could be adversely affected by the application of existing or future accounting standards to our business as it evolves.***

Our reported financial results are affected by the accounting policies promulgated by the SEC and national accounting standards bodies and the methods, estimates, and judgments that we use in applying our accounting policies. For example, standards regarding revenue recognition have and could further significantly affect the way we account for revenue related to our products and services. We expect that an increasing number of our games will be online-enabled in the future and that we could be required to recognize the related revenues over a period of time rather than at the time of sale. Further, as we increase our downloadable content and add new features to our online services, our estimate of the service period may change and we could be required to recognize revenues, and defer related costs, over a shorter or longer period of time than we initially allocated. As we enhance, expand and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those



relating to the way we account for revenue, could have a significant adverse effect on our reported results although not necessarily on our cash flows.

### **Risks relating to our common stock**

For purposes of this section "Risks relating to our common stock," references to "the Company," "we," "our," and "us" refer only to Take-Two Interactive Software, Inc. and not to its subsidiaries.

***Additional issuances or sales of equity securities by us would dilute the ownership of our existing stockholders and could adversely affect the market price of our common stock.***

We may issue equity or equity-based securities (such as our Convertible Notes) in the future in connection with acquisitions or strategic transactions, to adjust our ratio of debt to equity, including through repayment of outstanding debt, to fund expansion of our operations or for other purposes. To the extent we issue additional equity securities, including upon conversion of our outstanding Convertible Notes, the percentage ownership of our existing stockholders would be reduced. The sale of substantial amounts of our common stock could adversely affect its price. The sale or the availability for sale of a large number of shares of our common stock in the public market could cause the price of our common stock to decline. The issuance of shares of our common stock upon conversion of our Convertible Notes could also adversely affect the price of our common stock.

***There is no guarantee that we will do additional share repurchases in the future.***

The share repurchase program authorized by the Board of Directors, which authorized the repurchase of up to 14,217,683 shares of our common stock and had 9,046,353 shares available for repurchase as of March 31, 2016, does not obligate the Company to make any purchases at any specific time or situation. Discontinuing repurchases could adversely affect the price of the Company's common stock. The program may be suspended or discontinued at any time for any reason.

***Our stock price has been volatile and may continue to fluctuate significantly.***

The market price of our common stock historically has been, and we expect will continue to be, subject to significant fluctuations. These fluctuations may be due to factors specific to us including those discussed in the risk factors in this section as well as others not currently known to us or that we currently do not believe are material, to changes in securities analysts' earnings estimates or ratings, to our results or future financial guidance falling below our expectations and analysts' and investors' expectations, to factors affecting the computer, software, entertainment, media or electronics industries, or to national or international economic conditions.

Stock markets, in general, have experienced over the years, and continue to experience significant price and volume fluctuations that have affected market prices for companies such as ours and that may be unrelated or disproportionate to the operating performance of the affected companies. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance.

***Delaware law, our charter documents and provisions of our debt agreements may impede or discourage a takeover, which could cause the market price of our shares to decline.***

We are a Delaware corporation, and the anti-takeover provisions of Delaware law impose various impediments to the ability of a third-party to acquire control of us, even if a change in control would be beneficial to our existing stockholders. Our Board of Directors has the power, without stockholder approval, to adopt a stockholder rights plan and/or to designate the terms of one or more series of preferred stock and issue shares of preferred stock. In addition, we may under certain circumstances involving a change of control, be obligated to repurchase all or a portion of our Convertible Notes and any

potential acquirer would be required to assume our obligations related to any outstanding Convertible Notes. We or any possible acquirer may not have available financial resources necessary to repurchase those notes. The ability of our Board of Directors to create and issue a new series of preferred stock and certain provisions of Delaware law, our certificate of incorporation and bylaws and the indenture governing our notes could impede a merger, takeover or other business combination involving us or discourage a potential acquirer from making a tender offer for our common stock, which, under certain circumstances, could reduce the market price of our common stock and the value of any outstanding notes.

***Our ability to use net operating loss carryforwards to reduce future years' taxes could be substantially limited if we experience an ownership change as defined in the Internal Revenue Code.***

Section 382 of the Internal Revenue Code contains rules that limit the ability of a company to use its net operating loss carryforwards in years after an ownership change, which is generally defined as any change in ownership of more than 50% of its stock over a three-year testing period. These rules generally operate by focusing on ownership changes among stockholders owning directly or indirectly 5% or more of the stock of a company and/or any change in ownership arising from a new issuance of stock by the company. If, as a result of future transactions involving our common stock, including purchases or sales of stock by 5% stockholders, we undergo cumulative ownership changes which exceed 50% over the testing period, our ability to use our net operating loss carryforwards would be subject to additional limitations under Section 382.

Generally, if an ownership change occurs, the annual taxable income limitation on the use of net operating loss carryforwards is equal to the product of the applicable long-term tax exempt rate and the value of the company's stock immediately before the ownership change. Depending on the resulting limitation, a portion of our net operating loss carryforwards could expire before we would be able to use them.

Our inability to fully utilize our net operating losses to offset taxable income generated in the future could have a material and negative affect on our future financial position and results of operations.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 2. Properties**

Our principal executive offices are located at 622 Broadway, New York, New York in approximately 64,000 square feet of space under a lease expiring in March 2023.

Take-Two Interactive Software Europe Ltd, our wholly-owned subsidiary, leases 12,500 square feet of office space in Windsor, United Kingdom, which expires in January 2022. Rockstar North, our wholly-owned subsidiary, leases 72,000 square feet of office space in Edinburgh, Scotland, which expires in June 2024.

2K corporate offices and two development studios occupy approximately 110,000 square feet of leased office space in Novato, California. The lease expires in March 2019.

In addition, our other subsidiaries lease office space in Sydney, Australia; Toronto, Canada; Chengdu, China; Brno, Czech Republic; Paris, France; Munich, Germany; Tokyo, Japan; Seoul, South Korea; Breda, Netherlands; Auckland, New Zealand; Singapore; Madrid, Spain; Lucerne, Switzerland; Taipei, Taiwan; London, Lincoln, and Leeds, United Kingdom; and, in the United States, Petaluma and San Diego, California; Sparks, Maryland; Andover and Westwood, Massachusetts; Las Vegas, Nevada; Glen Cove and New York, New York; and Kirkland, Washington.

For information regarding our lease commitments, see Note 13 to the Consolidated Financial Statements.

**Item 3. Legal Proceedings**

We are, or may become, subject to demands and claims (including intellectual property claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial statements. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

On April 11, 2016, we filed a declaratory judgment action in the United States District Court for the Southern District of New York seeking, among other things, a judicial declaration that Leslie Benzies, the former president of one of our subsidiaries with whom we had been in ongoing discussions regarding his separation of employment, is not entitled to any minimum allocation or financial parity with any other person under the applicable royalty plan. We believe we will prevail in this matter, although there can be no assurance of the outcome. On April 12, 2016, Mr. Benzies filed a complaint in the Supreme Court of the State of New York, New York County against us, and certain of our subsidiaries and employees. We removed this case to the United States District Court for the Southern District of New York, where our declaratory judgment action is pending. Mr. Benzies' complaint claims damages of at least \$150.0 million and contains allegations of breach of fiduciary duty; fraudulent inducement and fraudulent concealment; aiding and abetting breach of fiduciary duty; breach of various contracts; breach of implied duty of good faith and fair dealing; tortious interference with contract; unjust enrichment; reformation; constructive trust; declaration of rights; constructive discharge; defamation and fraud. We believe that we have meritorious defenses to these claims, and we intend to vigorously defend against them and to pursue any counterclaims.

**Item 4. Mine Safety Disclosures**

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***Market Information and Holders*

Our common stock trades on the NASDAQ Global Select Market under the symbol "TTWO." The following table sets forth, for the periods indicated, the range of the high and low sale prices for our common stock as reported by NASDAQ.

	<u>High</u>	<u>Low</u>
<b>Fiscal Year Ended March 31, 2016</b>		
First Quarter ended June 30, 2015	\$ 28.98	\$ 23.30
Second Quarter ended September 30, 2015	32.71	25.01
Third Quarter ended December 31, 2015	37.00	27.89
Fourth Quarter ended March 31, 2016	37.95	31.36
<b>Fiscal Year Ended March 31, 2015</b>		
First Quarter ended June 30, 2014	\$ 22.47	\$ 18.45
Second Quarter ended September 30, 2014	24.28	20.40
Third Quarter ended December 31, 2014	29.10	20.13
Fourth Quarter ended March 31, 2015	30.80	24.19

The number of record holders of our common stock was 63 as of May 13, 2016.

*Dividend Policy*

We have never declared or paid cash dividends. We currently anticipate that all future earnings will be retained to finance the growth of our business and we do not expect to declare or pay any cash dividends in the foreseeable future. The payment of dividends in the future is within the discretion of our Board of Directors and will depend upon future earnings, capital requirements and other relevant factors. Our Credit Agreement restricts the payment of dividends on our stock. See "Liquidity and Capital Resources" under Item 7 for additional information on our Credit Agreement.

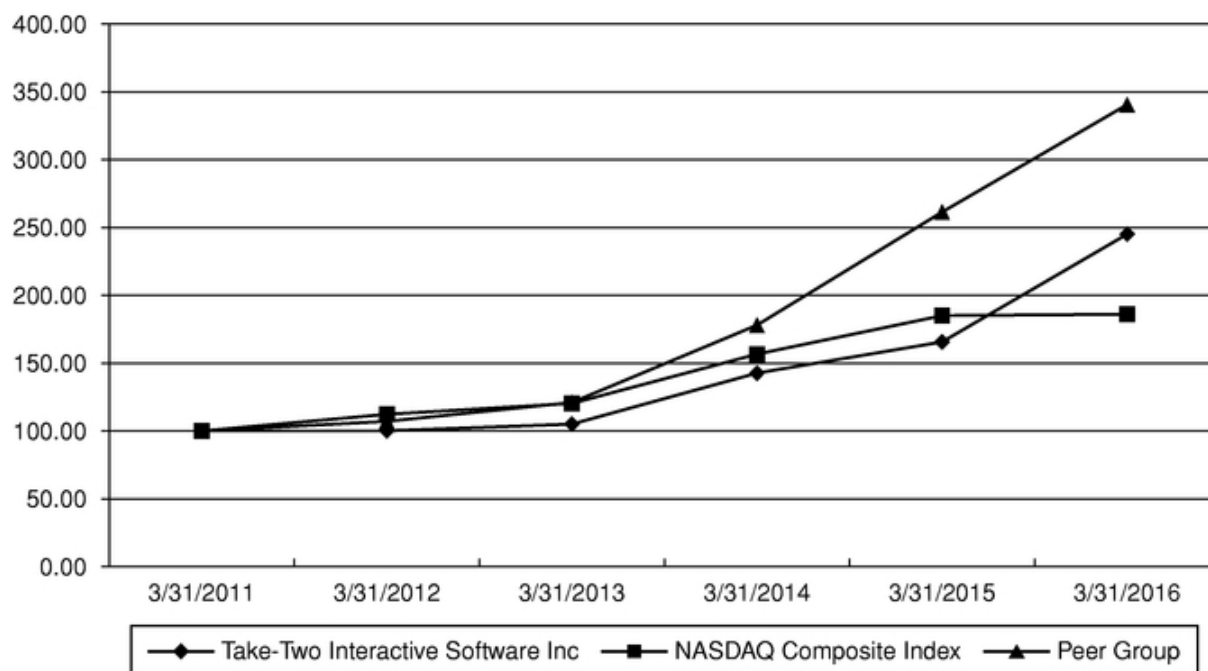
*Securities Authorized for Issuance under Equity Compensation Plans*

The table setting forth this information is included in Part III—Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

*Stock Performance Graph*

The following line graph compares, from March 31, 2011 through March 31, 2016, the cumulative total stockholder return on our common stock with the cumulative total return on the stocks comprising the NASDAQ Composite Index and the stocks comprising a peer group index consisting of Activision Blizzard, Inc. and Electronic Arts Inc. The comparison assumes \$100 was invested on March 31, 2011 in our common stock and in each of the following indices and assumes reinvestment of all cash dividends, if any, paid on such securities. We have not paid any cash dividends and, therefore, our cumulative total return calculation is based solely upon stock price appreciation and not upon reinvestment of cash dividends. Historical stock price is not necessarily indicative of future stock price performance.

**Comparison of 5 Year Cumulative Total Return\***  
**Among Take-Two Interactive Software, Inc., the NASDAQ Composite Index and a Peer Group**  
**March 2016**



\* \$100 invested on March 31, 2011 in stock or index- including reinvestment of dividends.

	March 31,					
	2011	2012	2013	2014	2015	2016
Take-Two Interactive Software, Inc.	\$ 100.00	\$ 100.13	\$ 105.07	\$ 142.68	\$ 165.65	\$ 245.09
NASDAQ Composite Index	100.00	112.31	120.33	156.65	185.03	186.06
Peer Group	100.00	107.10	121.01	178.05	261.39	340.56

*Issuer Purchases of Equity Securities*

*Share Repurchase Program*—In January 2013, our Board of Directors authorized the repurchase of up to 7,500,000 shares of our common stock. During the fiscal year ended March 31, 2014, we repurchased 4,217,683 shares of our common stock in the open market for \$73.3 million as part of the program. In May 2015, our Board of Directors authorized the repurchase of an additional 6,717,683 shares of our common stock pursuant to the share repurchase program. During the fiscal year ended March 31, 2016 we repurchased 953,647 shares of our common stock in the open market for \$26.6 million as part of the program. As of March 31, 2016, we have repurchased a total of 5,171,330 shares of our common stock and have 9,046,353 shares of our common stock that remain available for repurchase under our share repurchase authorization. We are authorized to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance and other conditions. The program does not require us to repurchase shares and may be suspended or discontinued at any time for any reason.

During the fiscal year ended March 31, 2016, we repurchased 238,981 shares of our common stock for \$7.9 million, in connection with our obligation to holders of restricted stock awards to withhold the number

of shares required to satisfy the holders' tax liabilities in connection with the vesting of such shares. These 238,981 shares were not part of the publicly announced share repurchase program.

*Summary Table*—The table below details the share repurchases that were made by us during the three months ended March 31, 2016:

<b>Period</b>	<b>Shares purchased*</b>	<b>Average price per share</b>	<b>Total number of shares purchased as part of publicly announced plans or programs</b>	<b>Maximum number of shares that may yet be purchased under the repurchase program</b>
January 1 - 31, 2016	3,454	\$ 34.11	—	9,046,353
February 1 - 29, 2016	9,125	\$ 34.31	—	9,046,353
March 1 - 31, 2016	115,085	\$ 37.67	—	9,046,353

\* All of the shares purchased during this period were purchased in connection with our obligation to holders of restricted stock awards to withhold the number of shares required to satisfy the holders' tax liabilities in connection with the vesting of such shares. None of the shares repurchased during the three months ended March 31, 2016 were part of the publicly announced share repurchase program.

**Item 6. Selected Financial Data**

The following Selected Financial Data should be read in conjunction with our Consolidated Financial Statements and related Notes, and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Annual Report on Form 10-K. (in thousands, except per share data)

STATEMENT OF OPERATIONS DATA:	Fiscal Year Ended March 31,				
	2016	2015	2014	2013	2012
Net revenue	\$ 1,413,698	\$ 1,082,938	\$ 2,350,568	\$ 1,214,483	\$ 825,823
Gross profit	599,825	288,071	936,241	498,646	296,968
(Loss) income from operations	(10,828)	(258,463)	415,256	5,239	(84,266)
(Loss) income from continuing operations	(8,302)	(279,470)	361,691	(31,162)	(107,700)
Net (loss) income	(8,302)	(279,470)	361,605	(29,491)	(108,816)
(Loss) earnings per share:					
Basic:					
Continuing operations	\$ (0.10)	\$ (3.48)	\$ 3.79	\$ (0.36)	\$ (1.30)
(Loss) earnings per share	(0.10)	(3.48)	3.79	(0.34)	(1.31)
Diluted:					
Continuing operations	(0.10)	(3.48)	3.20	(0.36)	(1.30)
(Loss) earnings per share	(0.10)	(3.48)	3.20	(0.34)	(1.31)

BALANCE SHEET DATA:	As of March 31,				
	2016	2015 <sup>(1)</sup>	2014 <sup>(1)</sup>	2013 <sup>(1)</sup>	2012 <sup>(1)</sup>
Total assets	\$ 2,590,277	\$ 2,228,073	\$ 1,795,083	\$ 1,273,221	\$ 1,142,969
Long-term debt	497,935	473,030	449,484	330,584	309,882

- (1) We retrospectively adopted Accounting Standards Update 2015-03, "Simplifying the Presentation of Debt Issuance Costs," and as a result previously reported Total assets and Long-term debt have both decreased from previously reported amounts by \$3,027, \$4,547, \$4,618 and \$6,458 as of March 31, 2015, 2014, 2013 and 2012, respectively. See Note 1 to the Consolidated Financial Statements.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Overview

#### Our Business

We are a leading developer, publisher and marketer of interactive entertainment for consumers around the globe. We develop and publish products through our two wholly-owned labels Rockstar Games and 2K. Our products are currently designed for console gaming systems such as Sony's PS4 and PS3 and Microsoft's Xbox One and Xbox 360; and PC, including smartphones and tablets. We deliver our products through physical retail, digital download, online platforms and cloud streaming services.

We endeavor to be the most creative, innovative and efficient company in our industry. Our core strategy is to capitalize on the popularity of video games by developing and publishing high-quality interactive entertainment experiences across a range of genres. We focus on building compelling entertainment franchises by publishing a select number of titles for which we can create sequels and incremental revenue opportunities through add-on content, microtransactions and online play. Most of our intellectual property is internally owned and developed, which we believe best positions us financially and competitively. We have established a portfolio of proprietary software content for the major hardware platforms in a wide range of genres, including action, adventure, family/casual, racing, role-playing, shooter, sports and strategy, which we distribute worldwide. We believe that our commitment to creativity and innovation is a distinguishing strength, enabling us to differentiate our products in the marketplace by combining advanced technology with compelling storylines and characters that provide unique gameplay experiences for consumers. We have created, acquired or licensed a group of highly recognizable brands to match the broad consumer demographics we serve, ranging from adults to children and game enthusiasts to casual gamers. Another cornerstone of our strategy is to support the success of our products in the marketplace through innovative marketing programs and global distribution on platforms and through channels that are relevant to our target audience.

Our revenue is primarily derived from the sale of internally developed software titles and software titles developed by third-parties. Operating margins are dependent in part upon our ability to release new, commercially successful software products and to manage effectively their development costs. We have internal development studios located in Canada, China, Czech Republic, the United Kingdom and the United States.

Software titles published by our Rockstar Games label are primarily internally developed. We expect Rockstar Games, our wholly-owned publisher of the *Grand Theft Auto*, *Max Payne*, *Midnight Club*, *Red Dead* and other popular franchises, to continue to be a leader in the action / adventure product category and to create groundbreaking entertainment by leveraging our existing titles as well as by developing new brands. We believe that Rockstar has established a uniquely original, popular cultural phenomenon with its *Grand Theft Auto* series, which is the interactive entertainment industry's most iconic and critically acclaimed brand and has sold-in over 240 million units. The latest installment, *Grand Theft Auto V*, was released on Sony's PS3 and Microsoft's Xbox 360 in September 2013, on Sony's PS4 and Microsoft's Xbox One in November 2014, and on PC in April 2015. *Grand Theft Auto V* includes access to *Grand Theft Auto Online*, which initially launched in October 2013. Rockstar Games is also well known for developing brands in other genres, including the *L.A. Noire*, *Bully* and *Manhunt* franchises. Rockstar Games continues to expand on our established franchises by developing sequels, offering downloadable episodes, content and virtual currency, and releasing titles for smartphones and tablets.

Our 2K label has published a variety of popular entertainment properties across all key platforms and across a range of genres including shooter, action, role-playing, strategy, sports and family/casual entertainment. We expect 2K to continue to develop new, successful franchises in the future. 2K's internally owned and developed franchises include the critically acclaimed, multi-million unit selling *BioShock*, *Mafia*, *Sid Meier's Civilization* and *XCOM* series. In May 2016, 2K launched *Battleborn*, a new



brand created by Gearbox Software, the makers of *Borderlands*. 2K also publishes successful externally developed franchises, such as *Borderlands* and *Evolve*. 2K's realistic sports simulation titles include our flagship *NBA 2K* series, which continues to be the top-ranked NBA basketball video game, and the *WWE 2K* professional wrestling series.

We are continuing to execute on our growth initiatives in Asia, where our strategy is to broaden the distribution of our existing products and expand our online gaming presence, especially in China and South Korea. 2K has secured a multi-year license from the NBA to develop an online version of the NBA simulation game in China, Taiwan, South Korea and Southeast Asia. In October 2012, *NBA 2K Online*, our free-to-play NBA simulation game, which was co-developed by 2K and Tencent, launched commercially on the Tencent Games portal in China. In addition, in December 2015, *Civilization Online*, our free-to-play massively multiplayer online game developed by South Korean-based studio XLGAMES, launched in South Korea.

### ***Trends and Factors Affecting our Business***

***Product Release Schedule.*** Our financial results are affected by the timing of our product releases and the commercial success of those titles. Our *Grand Theft Auto* products in particular have historically accounted for a significant portion of our revenue. Sales of *Grand Theft Auto* products generated 54.5% of our net revenue for the fiscal year ended March 31, 2016. The timing of our *Grand Theft Auto* product releases may affect our financial performance on a quarterly and annual basis.

***Economic Environment and Retailer Performance.*** We continue to monitor economic conditions that may unfavorably affect our businesses, such as deteriorating consumer demand, pricing pressure on our products, credit quality of our receivables, and foreign currency exchange rates. Our business is dependent upon a limited number of customers that account for a significant portion of our revenue. Our five largest customers accounted for 58.9%, 64.6% and 39.4% of net revenue during the fiscal years ended March 31, 2016, 2015 and 2014, respectively. As of March 31, 2016 and 2015, our five largest customers comprised 73.9% and 63.9% of our gross accounts receivable, respectively, with our significant customers (those that individually comprised more than 10% of our gross accounts receivable balance) accounting for 64.1% and 54.5% of such balance at March 31, 2016 and 2015, respectively. We had three customers who accounted for 35.2%, 16.8% and 12.1% of our gross accounts receivable as of March 31, 2016 and three customers who accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of March 31, 2016 and 2015. The economic environment has affected our customers in the past, and may do so in the future. Bankruptcies or consolidations of our large retail customers could seriously hurt our business, due to uncollectible accounts receivables and the concentration of purchasing power among the remaining large retailers. Certain of our large customers sell used copies of our games, which may negatively affect our business by reducing demand for new copies of our games. While the downloadable content that we now offer for certain of our titles may serve to reduce used game sales, we expect used game sales to continue to adversely affect our business.

***Hardware Platforms.*** We derive most of our revenue from the sale of products made for video game consoles manufactured by third-parties, such as Sony's PS4 and PS3 and Microsoft's Xbox One and Xbox 360, which comprised 82.6% of our net revenue by product platform for the fiscal year ended March 31, 2016. The success of our business is dependent upon the consumer acceptance of these consoles and continued growth in their installed base. When new hardware platforms are introduced, demand for software used on older platforms typically declines, which may negatively affect our business during the market transition to the new consoles. We continually monitor console hardware sales. We manage our product delivery on each current and future platform in a manner we believe to be most effective to maximize our revenue opportunities and achieve the desired return on our investments in product development. Accordingly, our strategy is to focus our development efforts on a select number of the

highest quality titles for these platforms, while also expanding our offerings for emerging platforms such as tablets, smartphones and online games.

**Online Content and Digital Distribution.** The interactive entertainment software industry is delivering a growing amount of content through digital online delivery methods. We provide a variety of online delivered products and offerings. Most of our titles that are available through retailers as packaged goods products are also available through direct digital download (from websites we own and others owned by third-parties). In addition, we aim to drive ongoing engagement and incremental revenue from recurrent consumer spending on our titles after their initial purchase through downloadable offerings, including add-on content, microtransactions and online play. We also publish an expanding variety of titles for tablets and smartphones, which are delivered to consumers through digital download via the Internet. Note 17 to the Consolidated Financial Statements, "Segment and Geographic Information," discloses that net revenue from digital online channels comprised 49.3% of our net revenue by distribution channel for the fiscal year ended March 31, 2016. We expect online delivery of games and game offerings to continue to grow and to become an increasing part of our business over the long-term.

### Product Releases

We released the following key titles in fiscal year 2016:

Title	Publishing Label	Internal or External Development	Platform(s)	Date Released
<i>Grand Theft Auto V</i>	Rockstar Games	Internal	PC	April 14, 2015
<i>WWE 2K15</i>	2K	Internal/External	PC	April 28, 2015
<i>NBA 2K16</i>	2K	Internal	Xbox 360, Xbox One, PS3, PS4, PC	September 29, 2015
<i>WWE 2K16</i>	2K	Internal/External	Xbox 360, Xbox One, PS3, PS4	October 27, 2015
<i>XCOM 2</i>	2K	Internal	PC, Mac, Linux	February 5, 2016

### Product Pipeline

We have announced the following key titles to date (this list does not represent all titles currently in development):

Title	Publishing Label	Internal or External Development	Platform(s)	Expected Release Date
<i>Battleborn</i>	2K	External	Xbox One, PS4, PC	May 3, 2016 (released)
<i>NBA 2K17</i>	2K	Internal	Xbox 360, Xbox One, PS3, PS4, PC	September 2016
<i>Mafia III</i>	2K	Internal	Xbox One, PS4, PC	October 7, 2016
<i>Sid Meier's Civilization VI</i>	2K	Internal	PC	October 21, 2016
<i>WWE 2K17</i>	2K	Internal/External	TBA	October 2016

### Fiscal 2016 Financial Summary

Our net revenue for fiscal year ended March 31, 2016 was led by titles from a variety of our top franchises, primarily *Grand Theft Auto*, *NBA 2K* and *WWE 2K*. Our net revenue increased to \$1,413.7 million, an increase of \$330.8 million or 30.5% compared to the fiscal year ended March 31, 2015.

For the fiscal year ended March 31, 2016, our net loss was \$8.3 million, as compared to \$279.5 million in the prior year. Diluted loss per share for the fiscal year ended March 31, 2016 was \$0.10, as compared to \$3.48 for the fiscal year ended March 31, 2015. Our operating loss for the fiscal year ended March 31, 2016 decreased compared to the fiscal year ended March 31, 2015, due primarily to higher revenues from our *Grand Theft Auto* franchise and higher gross profit, due primarily to lower internal royalties as a percentage of revenue due to the timing of when internal royalties are earned. The increase in gross profit was partially offset by \$71.3 million in business reorganization expenses.

At March 31, 2016 we had \$798.7 million of cash and cash equivalents, compared to \$911.1 million at March 31, 2015. The decrease in cash and cash equivalents from March 31, 2015 was due primarily to cash used in investing and financing activities partially offset by cash provided by operating activities. Net cash used in investing and financing activities related to purchases of short-term investments, purchases of fixed assets, the repurchase of common stock and net share settlements of stock-based awards, which were slightly offset by the proceeds received from the sale and maturities of our available-for-sale securities. Net cash provided by operations was due primarily to cash generated from the sale of *Grand Theft Auto V*, *NBA 2K16*, *WWE 2K16*, and virtual currency, partially offset by investments in software development and licenses and the funding of internal royalty payments.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions about future events and apply judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net revenues and expenses during the reporting periods. We base our estimates, assumptions and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our Consolidated Financial Statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are fairly presented in accordance with U.S. GAAP. However, because future events and their effects cannot be determined with certainty, actual amounts could differ significantly from these estimates.

We have identified the policies below as critical to our business operations and the understanding of our financial results and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. The effect and any associated risks related to these policies on our business operations is discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see Note 1 to the Consolidated Financial Statements. Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

#### ***Revenue Recognition***

We recognize revenue on the sales of software products upon the transfer of title and risk of loss to our customers. Accordingly, we recognize revenue for software titles when there is (1) persuasive evidence that an arrangement with the customer exists, which is generally based on a customer purchase order, (2) the product is delivered, (3) the selling price is fixed or determinable and (4) collection of the customer receivable is deemed probable. Certain products are sold to customers with a street date (*i.e.*, the earliest date these products may be sold by retailers). For these products we recognize revenue on the later of the street date or the sale date. In addition, some of our software products are sold as full game digital downloads and digital add-on content for which the consumer takes possession of the digital content for a fee. Revenue from product downloads is generally recognized when the download is made available (assuming all other recognition criteria are met).

In providing credit terms to our customers, our payment arrangements typically provide net 30 and 60 day terms. Advances received for licensing and exclusivity arrangements are reported on our Consolidated Balance Sheets as deferred revenue until we meet our performance obligations, at which point we recognize the revenue.

For some of our software products, we enter into multiple element revenue arrangements in which we may provide a combination of full game software, online multi-player functionality, and related post-contract

customer support ("PCS") which generally includes additional free unspecified add-on content updates, maintenance, and online support services. For these arrangements, we evaluate the significance of the PCS at the time each game is released based on the guidance in Accounting Standards Codification 985-605, "Software—Revenue Recognition" ("ASC 985-605") to determine if the PCS rises to the level of a separate deliverable. We monitor our initial assessments on an ongoing basis and consider any changes that may arise. In conjunction with our evaluation, we consider such factors as the significance of the development effort, the nature of online features, the extent of anticipated marketing focus on online features, the significance of the online features to the consumers' anticipated overall gameplay experience, and the significance and length of time of our post sale obligations to consumers. Determining whether PCS is significant for a particular game is subjective and requires management's judgment.

When a software arrangement includes multiple elements, the arrangement consideration is allocated to each revenue element based on its relative fair value, based on the vendor specific objective evidence ("VSOE") of fair value for each element. When VSOE of fair value does not exist for all of the elements in the arrangement, ASC 985-605 requires either the use of the residual method or the deferral of revenue until the earlier point at which VSOE of fair value exists for any undelivered element or until only one undelivered element remains. For arrangements that require the deferral of revenue, the cost of goods sold is deferred and recognized as the related net revenue is recognized. Deferred cost of goods sold includes product costs and licenses. We do not have VSOE for our PCS obligations and in those arrangements where PCS obligations have been determined to be significant we recognize revenue from the sale of software products over the period we expect to offer the PCS to the consumer ("estimated service period"). We also do not have VSOE for our online multi-player functionality; however it is generally delivered at the same time with the full game software. Determining the estimated service period is subjective and requires management's judgment, therefore, the estimated service period may change in the future. The estimated service periods of our current games, with online functionality and related PCS, are generally twelve to thirty-six months.

When our software products provide insignificant PCS at no additional cost to the consumer, we recognize revenue when the four primary revenue recognition criteria described above have been met for all other deliverables in the arrangement and, in those situations, we estimate and accrue the future costs of providing those services. When software products provide PCS determined to be significant and as we are unable to establish VSOE for that deliverable, we defer all of the software-related revenues and the related cost of goods sold and recognize the software-related revenues and the related cost of goods sold ratably over the estimated service period of the title (assuming all other recognition criteria are met).

Certain of our games provide consumers with the option to purchase virtual currency to use in the game to acquire virtual goods. We currently recognize revenue from the sale of virtual currency, using the game-based model, ratably over the estimated remaining life of the game.

As part of our on-going assessment of estimated service periods during the three months ended March 31, 2016, we changed *Grand Theft Auto V*'s estimated service period from 24 to 36 months. The change in estimate resulted in a decrease in net revenues of \$40.2 million and income from operations of \$35.8 million to our fiscal 2016 financial results. We expect this change in estimated service period to have a material impact to our fiscal 2017 and fiscal 2018 financial results.

Revenue is recognized after deducting estimated price protection, reserves for returns and other allowances. In circumstances when we do not have a reliable basis to estimate price protection, returns and other allowances or are unable to determine that collection of a receivable is probable, we defer the revenue until such time as we can reliably estimate any related returns and allowances and determine that collection of the receivable is probable.

## **Price protection and Allowances for Returns**

We grant price protection and accept returns in connection with our publishing arrangements. Following reductions in the price of our products, we grant price protection to permit customers to take credits against amounts they owe us with respect to merchandise unsold by them. Our customers must satisfy certain conditions to entitle them to receive price protection or return products, including compliance with applicable payment terms and confirmation of field inventory levels.

Generally our distribution arrangements with customers do not give them the right to return titles or to cancel firm orders. However, we occasionally accept returns from our customers for stock balancing and make accommodations to customers, which include credits and returns, when demand for specific titles falls below expectations.

We make estimates of future price protection and product returns related to current period product revenue. We estimate the amount of future price protection and returns for published titles based upon, among other factors, historical experience and performance of the titles in similar genres, historical performance of the hardware platform, customer inventory levels, analysis of sell-through rates, sales force and retail customer feedback, industry pricing, market conditions and changes in demand and acceptance of our products by consumers.

Significant management judgments and estimates must be made and used in connection with establishing price protection and the allowance for returns in any accounting period. We believe we can make reliable estimates of price protection and returns. However, actual results may differ from initial estimates as a result of changes in circumstances, market conditions and assumptions. Adjustments to estimates are recorded in the period in which they become known.

## **Software Development Costs and Licenses**

Capitalized software development costs include direct costs incurred for internally developed titles and payments made to third-party software developers under development agreements.

We capitalize internal software development costs (including stock-based compensation, specifically identifiable employee payroll expense and incentive compensation costs related to the completion and release of titles), third-party production and other content costs, subsequent to establishing technological feasibility of a software title. Technological feasibility of a product includes the completion of both technical design documentation and game design documentation. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product by product basis.

We enter into agreements with third-party developers that require us to make payments for game development and production services. In exchange for our payments, we receive the exclusive publishing and distribution rights to the finished game title as well as, in some cases, the underlying intellectual property rights. Such agreements typically allow us to fully recover these payments to the developers at an agreed upon royalty rate earned on the subsequent sales of such software, net of any agreed upon costs. Prior to establishing technological feasibility of a product we record any costs incurred by third-party developers as research and development expenses. Subsequent to establishing technological feasibility of a product we capitalize all development and production service payments to third-party developers as software development costs and licenses. We typically enter into agreements with third-party developers after completing the technical design documentation for our products and therefore record the design costs leading up to a signed development contract as research and development expense. When we contract with third-party developers, we generally select those that have proven technology and experience in the genre of the software being developed, which often allows for the establishment of technological feasibility early in the development cycle. In instances where the documentation of the design and technology are not in place prior to an executed contract, we monitor the software development process and require our third-party developers to adhere to the same technological feasibility standards that apply to our internally developed products.

Licenses consist of payments and guarantees made to holders of intellectual property rights for use of their trademarks, copyrights or other intellectual property rights in the development of our products. Agreements with license holders generally provide for guaranteed minimum payments for use of their intellectual property. Certain licenses, especially those related to our sports products, extend over multi-year periods and encompass multiple game titles. In addition to guaranteed minimum payments, these licenses frequently contain provisions that could require us to pay royalties to the license holder based on pre-agreed unit sales thresholds.

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Amortization of capitalized software development costs and licenses commences when a product is released and is recorded on a title-by-title basis in cost of goods sold. For capitalized software development costs, amortization is calculated using (1) the proportion of current year revenues to the total revenues expected to be recorded over the life of the title or (2) the straight-line method over the remaining estimated useful life of the title, whichever is greater. For capitalized licenses, amortization is calculated as a ratio of (1) current period revenues to the total revenues expected to be recorded over the remaining life of the title or (2) the contractual royalty rate based on actual net product sales as defined in the licensing agreement, whichever is greater.

We evaluate the future recoverability of capitalized software development costs and licenses on a quarterly basis. Recoverability is primarily assessed based on the actual title's performance. For products that are scheduled to be released in the future, recoverability is evaluated based on the expected performance of the specific products to which the cost or license relates. We utilize a number of criteria in evaluating expected product performance, including: historical performance of comparable products developed with comparable technology; market performance of comparable titles; orders for the product prior to its release; general market conditions; and, past performance of the franchise. When we determine that the value of the title is unlikely to be recovered by product sales, capitalized costs are charged to cost of goods sold in the period in which such determination is made.

We have profit and unit sales based internal royalty programs that allow selected employees to each participate in the success of software titles that they assist in developing. Royalties earned under this program are recorded as a component of cost of goods sold in the period earned.

#### ***Fair Value Estimates***

The preparation of financial statements in conformity with U.S. GAAP often requires us to determine the fair value of a particular item to fairly present our Consolidated Financial Statements. Without an independent market or another representative transaction, determining the fair value of a particular item requires us to make several assumptions that are inherently difficult to predict and can have a material influence on the conclusion of the appropriate accounting.

Various valuation techniques are used to estimate fair value. These include (1) the market approach where market transactions for identical or comparable assets or liabilities are used to determine the fair value, (2) the income approach, which uses valuation techniques to convert future amounts (for example, future cash flows or future earnings) to a single present amount, and (3) the cost approach, which is based on the amount that would be required to replace an asset. For many of our fair value estimates, including our estimates of the fair value of acquired intangible assets, we use the income approach. Using the income approach requires the use of financial models, which require us to make various estimates including, but

not limited to (1) the potential future cash flows for the asset, liability or equity instrument being measured, (2) the timing of receipt or payment of those future cash flows, (3) the time value of money associated with the delayed receipt or payment of such cash flows, and (4) the inherent risk associated with the cash flows (risk premium). Developing these cash flow estimates is inherently difficult and subjective, and, if any of the estimates used to determine the fair value using the income approach turn out to be inaccurate, our financial results may be negatively affected. Furthermore, relatively small changes in many of these estimates can have a significant influence on the estimated fair value resulting from the financial models or the related accounting conclusion reached. For example, a relatively small change in the estimated fair value of an asset may change a conclusion as to whether an asset is impaired. While we are required to make certain fair value assessments associated with the accounting for several types of transactions, the following areas are the most sensitive to the assessments:

- *Business Combinations—Goodwill and Intangible Assets.* We must estimate the fair value of assets acquired and liabilities assumed in a business combination. Our assessment of the estimated fair value of each of these can have a material effect on our reported results as intangible assets are amortized over various lives. Goodwill represents the excess of purchase price over the fair value of the net tangible assets and intangible assets acquired in a business combination. A change in the estimated fair value of an acquired asset or liability assumed often has a direct influence on the amount recognized as goodwill, which is an asset that is not amortized. Often determining the fair value of these acquired assets and liabilities assumed requires an assessment of expected use of the asset, the expected cost to extinguish the liability or our expectations related to the timing and the successful completion of development of an acquired in-process technology. Such estimates are inherently difficult and subjective and can have a material influence on our financial statements.

We use either the income, cost or market approach to aid in our conclusions of such fair values and asset lives. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset, discounted to present value. The cost approach presumes that an investor would pay no more for an asset than its replacement or reproduction cost. The market approach estimates value based on what other participants in the market have paid for reasonably similar assets. Although each valuation approach is considered in valuing the assets acquired, the approach ultimately selected is based on the characteristics of the asset and the availability of information.

We test our goodwill for impairment annually, in our second fiscal quarter, or more frequently if events and circumstances indicate the fair value of a reporting unit may be below its carrying amount. A reporting unit is defined as an operating segment or one level below an operating segment. We have determined that we operate in one reporting unit which is our operating segment. The determination of whether or not goodwill has become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of our reporting units. Changes in our strategy and/or market conditions could significantly affect these judgments and require reductions to recorded intangible asset balances. We have the option to first perform a qualitative assessment to determine if the fair value of its reporting unit is more likely than not (i.e., a likelihood of more than 50%) less than its carrying value before performing the two-step impairment test. If the two-step impairment test for goodwill is utilized, step one compares the fair value of the reporting unit to its carrying value. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. Step two compares the carrying value of the reporting unit's goodwill to its implied fair value (i.e., fair value of reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the implied fair value of goodwill is less than the carrying amount of goodwill, an impairment is recognized. Based on our annual impairment assessment process for goodwill, no impairments were recorded during the fiscal year ended March 31, 2016 or 2015.

- *Long-lived assets.* We review long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amount of an asset or asset group may not be recoverable. Determining whether impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal discounted cash flow estimates, quoted market prices when available and independent appraisals, as appropriate, to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset with future undiscounted cash flows expected to be generated from the use and eventual disposition of the asset. If the carrying amount of an asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.
- *Inventory Obsolescence.* We regularly review inventory quantities on-hand and in the retail channels and record an inventory provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would affect management's estimates in establishing our inventory provision. We write down inventory based on excess or obsolete inventories determined primarily by future anticipated demand for our products. Inventory write-downs are measured as the difference between the cost of the inventory and net realizable value, based upon assumptions about future demand that are inherently difficult to assess.

### **Stock-based Compensation**

We account for stock-based awards under the fair value method of accounting. The fair value of all stock-based compensation is either capitalized and amortized in accordance with our software development cost accounting policy or recognized as expense on a straight-line basis over the full vesting period of the awards.

We estimate the fair value of time-based awards to employees using our closing stock price on the date of grant. We estimate the fair value of market-based awards using a Monte Carlo Simulation method which takes into account assumptions such as the expected volatility of our common stock, the risk-free interest rate based on the contractual term of the award, expected dividend yield, vesting schedule and the probability that the market conditions of the awards will be achieved.

We apply variable accounting to our non-employee stock-based awards, whereby we remeasure the value of such awards at each balance sheet date and adjust the value of the awards based on its fair value at the end of the reporting period. For non-employee time-based awards fair value is determined by the closing price of our common stock at the end of the reporting period. For non-employee market-based awards fair value is determined using a Monte Carlo Simulation method which takes into account assumptions such as the expected volatility of our common stock, the risk-free interest rate based on the contractual term of the award, expected dividend yield, vesting schedule and the probability that the market conditions of the awards will be achieved. For non-employee performance-based awards we do not record an expense until a performance target(s) have been achieved and once achieved fair value is determined by the closing price of our common stock at the end of the reporting period.

We issue time and performance based restricted stock units to certain employees, which currently can only be settled in cash. These awards are accounted for as liability awards and we apply variable accounting to these awards, whereby we remeasure the value of such awards at each balance sheet date and adjust the value of the awards based on the closing price of our common stock at the end of the reporting period.



Changes in the value of the awards from period to period are recorded as stock-based compensation expense over the vesting period.

See Note 15 to the Consolidated Financial Statements for a full discussion of our stock-based compensation arrangements.

### ***Income Taxes***

We record a tax provision for the anticipated tax consequences of the reported results of operations. The provision for income taxes is computed using the asset and liability method, under which deferred income taxes are recognized for differences between the financial statement and tax bases of assets and liabilities at currently enacted statutory tax rates for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. Our history of pre-tax losses represents sufficient evidence for us to determine that the establishment of a valuation allowance against the deferred tax asset is appropriate. This valuation allowance offsets deferred tax assets associated with future tax deductions as well as carryforward items.

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates, changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws or interpretations thereof. In addition, our filed tax returns are subject to examination by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes.

### **Recently Issued Accounting Pronouncements**

#### ***Accounting for Stock Compensation***

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, Compensation—Stock Compensation. This new guidance identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. This update is effective for annual periods beginning after December 15, 2016 (April 1, 2017 for the Company) and interim periods within those annual periods. Early adoption is not permitted. We are currently evaluating the impact of adopting this update on our Consolidated Financial Statements.

#### ***Accounting for Leases***

In February 2016, the FASB issued ASU 2016-02, "Leases." This new guidance requires lessees to recognize a right-of-use asset and a lease liability for virtually all leases (other than leases that meet the definition of a short-term lease). The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense (similar to current operating leases) while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Classification will be based on criteria that are largely similar to those applied in current lease accounting. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2018 (April 1, 2019 for the Company). This new guidance must be adopted using a modified retrospective approach whereby, lessees and lessors are required to recognize and measure leases at the beginning of the

earliest period presented using a modified retrospective approach. Early adoption is permitted. We are currently evaluating the impact of adopting this update on our Consolidated Financial Statements.

#### ***Classification of Deferred Taxes***

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes." This new guidance simplifies the balance sheet classification of deferred taxes by requiring all deferred taxes to be presented as noncurrent assets or liabilities. This update can be applied either retrospectively or prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. We adopted ASU 2015-17 prospectively during the fourth quarter of fiscal 2016, therefore, prior periods have not been restated to conform to current presentation. The adoption of ASU 2015-17 did not have a material effect on our Consolidated Financial Statements.

#### ***Presentation of Debt Issuance Costs***

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs" ("AUS 2015-03"). This new guidance requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability. This update will be applied retrospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company). Early adoption is permitted.

We adopted ASU 2015-03 during the third quarter of fiscal 2016, and it did not have a material effect on our Consolidated Financial Statements.

#### ***Revenue from Contracts with Customers***

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), as a new Topic, Accounting Standards Codification Topic 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In March 2016, the FASB amended ASU 2014-09 by issuing ASU 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net) which clarifies the implementation guidance on principal versus agent considerations included in ASU 2014-09. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customers. In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing which clarifies the implementation guidance on licensing and identifying performance obligations. This guidance can be adopted retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. In July 2015, the FASB voted to defer the effective date by one year to annual and interim years beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is permitted, but no earlier than the original effective date of annual and interim periods beginning after December 15, 2016 (April 1, 2017 for the Company). We are currently determining the implementation approach and evaluating the impact of adopting these updates on our Consolidated Financial Statements.

## Results of Operations

The following table sets forth, for the periods indicated, our statements of operations, net revenue by geographic region, net revenue by platform and net revenue by distribution channel:

	Fiscal Year Ended March 31,					
	2016		2015		2014	
Net revenue	\$ 1,413,698	100.0%	\$ 1,082,938	100.0%	\$ 2,350,568	100.0%
Cost of goods sold	813,873	57.6%	794,867	73.4%	1,414,327	60.2%
Gross profit	599,825	42.4%	288,071	26.6%	936,241	39.8%
Selling and marketing	198,309	14.0%	235,341	21.7%	240,996	10.2%
General and administrative	192,452	13.6%	175,093	16.2%	161,374	6.9%
Research and development	119,807	8.5%	115,043	10.6%	105,256	4.5%
Business reorganization	71,285	5.1%	—	—	—	—
Depreciation and amortization	28,800	2.0%	21,057	2.0%	13,359	0.6%
Total operating expenses	610,653	43.2%	546,534	50.5%	520,985	22.2%
(Loss) income from operations	(10,828)	(0.8)%	(258,463)	(23.9)%	415,256	17.7%
Interest and other, net	(30,205)	(2.1)%	(31,893)	(2.9)%	(33,553)	(1.4)%
Gain on long-term investments, net	2,683	0.2%	17,476	1.6%	—	—
Loss on extinguishment of debt	—	—	—	—	(9,014)	(0.4)%
Gain on convertible note hedge and warrants, net	—	—	—	—	3,461	0.1%
(Loss) income before income taxes	(38,350)	(2.7)%	(272,880)	(25.2)%	376,150	16.0%
(Benefit from) provision for income taxes	(30,048)	(2.1)%	6,590	0.6%	14,459	0.6%
(Loss) income from continuing operations	(8,302)	(0.6)%	(279,470)	(25.8)%	361,691	15.4%
Loss from discontinued operations, net of taxes	—	—	—	—	(86)	(0.0)%
Net (loss) income	\$ (8,302)	(0.6)%	\$ (279,470)	(25.8)%	\$ 361,605	15.4%

	Fiscal Year Ended March 31,					
	2016		2015		2014	
<b>Net revenue by geographic region:</b>						
United States	\$ 742,963	52.6%	\$ 623,080	57.5%	\$ 1,093,918	46.5%
International	670,735	47.4%	459,858	42.5%	1,256,650	53.5%
<b>Net revenue by platform:</b>						
Console	1,167,623	82.6%	881,516	81.4%	2,148,494	91.4%
PC and other	246,075	17.4%	201,422	18.6%	202,074	8.6%
<b>Net revenue by distribution channel:</b>						
Physical retail and other	716,040	50.7%	627,639	58.0%	1,978,598	84.2%
Digital online	697,658	49.3%	455,299	42.0%	371,970	15.8%

**Fiscal Years ended March 31, 2016 and 2015**

(thousands of dollars)	2016	% of net revenue	2015	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Net revenue	\$ 1,413,698	100.0%	\$ 1,082,938	100.0%	\$ 330,760	30.5%
Internal royalties	328,610	23.2%	306,717	28.3%	21,893	7.1%
Software development costs and royalties <sup>(1)</sup>	223,512	15.8%	231,615	21.4%	(8,103)	(3.5)%
Product costs	200,206	14.2%	178,810	16.5%	21,396	12.0%
Licenses	61,545	4.4%	77,725	7.2%	(16,180)	(20.8)%
Cost of goods sold	813,873	57.6%	794,867	73.4%	19,006	2.4%
<b>Gross profit</b>	<b>\$ 599,825</b>	<b>42.4%</b>	<b>\$ 288,071</b>	<b>26.6%</b>	<b>\$ 311,754</b>	<b>108.2%</b>

(1) Includes \$15,323 and \$17,121 of stock-based compensation expense in 2016 and 2015, respectively.

For the fiscal year ended March 31, 2016, net revenue increased by \$330.8 million, as compared to the prior year. This increase was due primarily to an increase of \$467.7 million in revenue from our *Grand Theft Auto* franchise, due principally to higher revenue from the console versions of *Grand Theft Auto V* and *Grand Theft Auto Online*, and the release of *Grand Theft Auto V* and *Grand Theft Auto Online* for PC in April 2015. Also contributing to the increase was higher revenue from *Evolve*. These increases were partially offset by lower revenues from the *Borderlands* franchise, as the prior fiscal year benefitted from the release of *Borderlands: The Pre-Sequel* and lower revenues from our *NBA 2K* franchise, due to the deferral of revenues from *NBA 2K16*.

Net revenue from console games increased by \$286.1 million, and accounted for 82.6% of our total net revenue in the fiscal year ended March 31, 2016, as compared to 81.4% in the prior year, due primarily to higher revenue from the console versions of *Grand Theft Auto V* and *Grand Theft Auto Online*. Net revenue from PC and other increased by \$44.7 million, as compared to the prior year, and decreased as a percentage of revenue to 17.4% compared to 18.6% in the prior year. The increase in net revenue from PC was due primarily to higher revenue from the PC versions of *Grand Theft Auto V* and *Grand Theft Auto Online*, partially offset by lower revenue from *Sid Meier's Civilization: Beyond Earth*, which was released for PC in the prior year.

For the fiscal year ended March 31, 2016, net revenue from physical retail and other channels increased by \$88.4 million, as compared to the prior year, and decreased as a percentage of total net revenue to 50.7%, compared to 58.0% in the prior year. The increase in net revenue from physical retail and other channels was due primarily to higher revenues from *Grand Theft Auto V*. Net revenue from digital online channels increased by \$242.4 million and accounted for 49.3% of our total net revenue in the fiscal year ended March 31, 2016, as compared to 42.0% in the prior year, driven by increased recurrent consumer spending and full game digital downloads of *Grand Theft Auto V*. Recurrent consumer spending (including add-on content, microtransactions and online play) increased to 51.8% of net revenue from digital online channels in the fiscal year ended March 31, 2016, as compared to 49.4% of net revenue from digital online channels in the prior year, due primarily to revenue related to virtual currency for *Grand Theft Auto Online* and our *NBA 2K* franchise.

Gross profit as a percentage of net revenue for the fiscal year ended March 31, 2016 was 42.4%, as compared to 26.6% in the prior year. The increase was due primarily to (1) lower internal royalties as a percentage of revenue due to the timing of when internal royalties are earned, (2) lower software development costs and royalties as a percentage of net revenues due primarily to the sales mix and a higher percentage of revenues from catalog titles, which typically have lower capitalized software costs, and (3) lower product costs as a percentage of net revenues due primarily to an increase in the proportion of net revenues from digital online channels.

Net revenue earned outside of the United States accounted for 47.4% of our total net revenue in the fiscal year ended March 31, 2016, as compared to 42.5% in the prior year, due to an increase in *Grand Theft Auto V* sales outside of the United States. Changes in foreign currency exchange rates decreased net revenue and gross profit by \$29.5 million and \$18.6 million, respectively, in the fiscal year ended March 31, 2016 as compared to the prior year.

### Operating Expenses

(thousands of dollars)	2016	% of net revenue	2015	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Selling and marketing	\$ 198,309	14.0%	\$ 235,341	21.7%	\$ (37,032)	(15.7)%
General and administrative	192,452	13.6%	175,093	16.2%	17,359	9.9%
Research and development	119,807	8.5%	115,043	10.6%	4,764	4.1%
Business reorganization	71,285	5.1%	—	—	71,285	100.0%
Depreciation and amortization	28,800	2.0%	21,057	2.0%	7,743	36.8%
<b>Total operating expenses<sup>(1)</sup></b>	<b>\$ 610,653</b>	<b>43.2%</b>	<b>\$ 546,534</b>	<b>50.5%</b>	<b>\$ 64,119</b>	<b>11.7%</b>

(1) Includes stock-based compensation expense, which was allocated as follows (in thousands):

	2016	2015
Selling and marketing	\$ 9,425	\$ 8,798
General and administrative	\$40,322	\$33,636
Research and development	\$ 4,926	\$ 5,691

Foreign currency exchange rates decreased total operating expenses by \$13.0 million in the fiscal year ended March 31, 2016 as compared to the prior year.

#### Selling and marketing

Selling and marketing expenses decreased by \$37.0 million in the fiscal year ended March 31, 2016 as compared to the prior year, due primarily to \$38.6 million in lower advertising expenses. Advertising expenses were higher in the prior year due primarily to the releases of *Evolve*, *Grand Theft Auto V* for PS4 and Xbox One, and *Borderlands: The Pre-Sequel*, offset in part by expenses for the releases of *Battleborn* and *XCOM 2*, and higher expenses for the *NBA 2K* series. Also contributing to the decrease was \$5.3 million in lower performance based compensation at our labels. Partially offsetting the decrease to selling and marketing expenses was \$8.3 million in higher third party customer service costs to support our growing online titles.

#### General and administrative

General and administrative expenses increased by \$17.4 million for the fiscal year ended March 31, 2016, as compared to the prior year, due to (1) a \$6.7 million increase in stock-based compensation expense, which was due primarily to this year's grants of employee restricted stock units having a higher fair value on the grant date, (2) a \$4.9 million increase in personnel costs, due primarily to higher headcount, and (3) a \$3.1 million increase in third party legal and tax consulting fees.

General and administrative expenses for the fiscal years ended March 31, 2016 and 2015 include occupancy expense (primarily rent, utilities and office expenses) of \$17.2 million and \$17.9 million, respectively, related to our development studios.

#### Research and development

Research and development expenses increased by \$4.8 million for the fiscal year ended March 31, 2016, as compared to the prior year, due primarily to \$8.7 million in higher production expenses for new titles in development that have not reached technological feasibility, and \$3.1 million in lower government grants

recognized at certain of our development studios. This increase was partially offset by higher payroll capitalization at our development studios due to upcoming product releases.

### Business Reorganization

During the fiscal year ended March 31, 2016, we incurred Business reorganization expenses of \$71.3 million due primarily to employee separation costs in connection with reorganizing one development studio and closing two development studios. Through March 31, 2016 we have paid \$5.0 million related to these reorganization activities and \$66.3 million remains accrued for in Accrued expenses and other current liabilities. See Note 20 to the Consolidated Financial Statements.

### Depreciation and amortization

Depreciation and amortization expenses increased by \$7.7 million for the fiscal year ended March 31, 2016, as compared to the prior year, due primarily to higher purchases of fixed assets for information technology infrastructure and studio build-outs.

### *Interest and other, net*

(thousands of dollars)	2016	% of net revenue	2015	% of net revenue	(Increase)/ decrease	% Increase/ (decrease)
Interest income (expense), net	\$ (29,239)	(2.0)%	\$ (29,901)	(2.7)%	\$ 662	(2.2)%
Foreign exchange loss	(1,407)	(0.1)%	(2,068)	(0.2)%	661	(32.0)%
Other	441	0.0%	76	0.0%	365	480.3%
<b>Interest and other, net</b>	<b>\$ (30,205)</b>	<b>(2.1)%</b>	<b>\$ (31,893)</b>	<b>(2.9)%</b>	<b>\$ 1,688</b>	<b>(5.3)%</b>

Interest and other, net was an expense of \$30.2 million for the fiscal year ended March 31, 2016, as compared to an expense of \$31.9 million for the fiscal year ended March 31, 2015. The change of \$1.7 million in interest and other, net was due primarily to \$2.0 million in increased interest income, due primarily to higher short-term investment balances and lower foreign currency exchange losses of \$0.7 million, which was partially offset by \$1.4 million in higher interest expense related to the amortization of the discount related to our Convertible Notes.

### *Gain on long-term investments, net*

We recognized a \$2.7 million and a \$17.5 million net gain on long-term investments for the fiscal years ended March 31, 2016 and 2015, respectively. The net gain in both years was primarily comprised of the sale of our investment in Twitch Interactive, Inc.'s ("Twitch") Class C Preferred stock, which was accounted for under the cost method of accounting.

### *(Benefit from) provision for income taxes*

Income tax benefit was \$30.0 million for the fiscal year ended March 31, 2016 as compared to income tax expense of \$6.6 million for the fiscal year ended March 31, 2015. The increase in income tax benefit was primarily attributable to the Company becoming eligible to claim certain tax deductions on applicable video games in the United Kingdom, which was recognized during fiscal 2016. Our effective tax rate differed from the federal statutory rate due primarily to the benefit recognized from the tax incentive relating to a prior period and the current period, changes in valuation allowances related to tax loss and tax credit carryforwards anticipated to be utilized and the mix of earnings. Our valuation allowances increased by \$37.1 million during the fiscal year ended March 31, 2016 and increased by \$92.7 million during the fiscal year ended March 31, 2015 due to changes in net operating loss and tax credit carryforwards.

As of March 31, 2016, we had gross unrecognized tax benefits, including interest and penalties, of \$56.0 million, of which \$41.3 million would affect our effective tax rate if recognized. For the fiscal year ended March 31, 2016, gross unrecognized tax benefits increased by \$13.3 million.

We generally are no longer subject to audit for U.S. federal income tax returns for periods prior to our fiscal year ended March 31, 2012 and state income tax returns for periods prior to the fiscal year ended March 31, 2011. With few exceptions, we are no longer subject to income tax examinations in non-U.S. jurisdictions for years prior to the fiscal year ended March 31, 2011. Certain U.S. state taxing authorities are currently examining our income tax returns from the fiscal years ended March 31, 2011 through March 31, 2013. The determination as to further adjustments to our gross unrecognized tax benefits during the next 12 months is not practicable.

We are regularly audited by domestic and foreign taxing authorities. Audits may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe that our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments.

### Net loss and loss per share

For the fiscal year ended March 31, 2016, our net loss was \$8.3 million, as compared to \$279.5 million in the prior year. Basic and diluted loss per share for the fiscal year ended March 31, 2016 was \$0.10, as compared to \$3.48 for the fiscal year ended March 31, 2015. Basic and diluted weighted average shares outstanding were higher compared to the prior fiscal year due primarily to the vesting of 4.2 million shares for stock-based awards, which was partially offset by the repurchase of 1.0 million shares during the fiscal year ended March 31, 2016. See Notes 1 and 12 to the Consolidated Financial Statements for additional information regarding (loss) earnings per share.

### Fiscal Years Ended March 31, 2015 and 2014

(thousands of dollars)	2015	% of net revenue	2014	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Net revenue	\$ 1,082,938	100.0%	\$ 2,350,568	100.0%	(1,267,630)	(53.9)%
Software development costs and royalties <sup>(1)</sup>	231,615	21.4%	333,450	14.2%	(101,835)	(30.5)%
Product costs	178,810	16.5%	477,861	20.3%	(299,051)	(62.6)%
Licenses	77,725	7.2%	64,412	2.8%	13,313	20.7%
Internal royalties	306,717	28.3%	538,604	22.9%	(231,887)	(43.1)%
Cost of goods sold	794,867	73.4%	1,414,327	60.2%	(619,460)	(43.8)%
<b>Gross profit</b>	<b>\$ 288,071</b>	<b>26.6%</b>	<b>\$ 936,241</b>	<b>39.8%</b>	<b>(648,170)</b>	<b>(69.2)%</b>

(1) Includes \$17,121 and \$30,124 of stock-based compensation expense in 2015 and 2014, respectively.

Net revenue decreased \$1,267.6 million for the fiscal year ended March 31, 2015 as compared to the prior year. This decrease was due primarily to a decrease of \$1,315.3 million in sales from our *Grand Theft Auto* franchise, as the prior year's results included the release of *Grand Theft Auto V* on Sony's PS3 and Microsoft's Xbox 360 console gaming systems, which was partially offset this year by the November 2014 release of *Grand Theft Auto V* on Sony's PS4 and Microsoft's Xbox One console gaming systems and the growth from *Grand Theft Auto Online*. The decrease in net revenue from *Grand Theft Auto* was partially offset by a \$186.3 million increase in net sales due to the October 2014 release of *Borderlands: The Pre-Sequel*, higher sales from our *WWE 2K* franchise, the release of *Sid Meier's Civilization: Beyond Earth* in October 2014, higher sales from our *NBA 2K* franchise and sales from our release of *Evolve* in February 2015.

Net revenue on consoles decreased to 81.4% of our total net revenue for the fiscal year ended March 31, 2015 as compared to 91.4% for the same period in the prior year primarily because last year's results included the release of *Grand Theft Auto V* on Microsoft's Xbox 360 and Sony's PS3 console gaming systems. PC and other sales increased to 18.6% of our total net revenue for the year ended March 31, 2015 as compared to 8.6% for the year ended March 31, 2014, due primarily to the release of *Sid Meier's Civilization: Beyond Earth* for the PC in October 2014. Net revenue from physical retail and other channels decreased to 58.0% of our total net revenue for the fiscal year ended March 31, 2015 as compared to 84.2% for the same period in the prior year due primarily to last year's net revenue from physical retail benefitting from the release of *Grand Theft Auto V* on Sony's PS3 and Microsoft's Xbox 360 console gaming systems. Net revenue from digital online channels increased to 42.0% of our total net revenue for the fiscal year ended March 31, 2015 as compared to 15.8% in the prior fiscal year. Recurrent consumer spending (including add-on content, microtransactions and online play) represented 51.8% and 40.4% of net revenue from digital online channels for the fiscal years ended March 31, 2015 and 2014, respectively.

Gross profit as a percentage of net revenue was 26.6% for the fiscal year ended March 31, 2015, a decrease of 13.2 percentage points as compared to the prior year, due primarily to higher software development costs and royalties as a percentage of net revenue and the deferral of net revenue and cost of goods sold related to sell-in of certain titles during the second half of our fiscal year 2015. In addition, internal royalties were higher as a percentage of net revenues due to the timing of when internal royalties are earned.

Net revenue earned outside of the United States accounted for 42.5% of our total net revenue for the fiscal year ended March 31, 2015, as compared to 53.5% in the prior year. The year-over-year percentage decrease was due primarily to *Grand Theft Auto V*, which generated higher sales outside of the United States during the fiscal year ended March 31, 2014. Foreign currency exchange rates decreased net revenue by \$14.4 million and decreased gross profit by \$8.2 million for the fiscal year ended March 31, 2015.

**Operating Expenses**

(thousands of dollars)	2015	% of net revenue	2014	% of net revenue	Increase/ (decrease)	% Increase/ (decrease)
Selling and marketing	\$ 235,341	21.7%	\$ 240,996	10.2%	\$ (5,655)	(2.3)%
General and administrative	175,093	16.2%	161,374	6.9%	13,719	8.5%
Research and development	115,043	10.6%	105,256	4.5%	9,787	9.3%
Depreciation and amortization	21,057	2.0%	13,359	0.6%	7,698	57.6%
<b>Total operating expenses<sup>(1)</sup></b>	<b>\$ 546,534</b>	<b>50.5%</b>	<b>\$ 520,985</b>	<b>22.2%</b>	<b>\$ 25,549</b>	<b>4.9%</b>

(1) Includes stock-based compensation expense, which was allocated as follows (in thousands):

	2015	2014
Selling and marketing	\$ 8,798	\$10,136
General and administrative	\$33,636	\$28,991
Research and development	\$ 5,691	\$ 8,867

Foreign currency exchange rates decreased total operating expenses by \$4.3 million in the fiscal year ended March 31, 2015 as compared to the prior year.

**Selling and marketing**

Selling and marketing expenses decreased by \$5.7 million for the fiscal year ended March 31, 2015, as compared to the prior year, due primarily to \$20.7 million in higher advertising expenses incurred in the prior year for the releases of *Grand Theft Auto V* on Sony's PS3 and Microsoft's Xbox 360 gaming consoles in September 2013, and *The Bureau: XCOM: Declassified* in August 2013, which were partially offset by



advertising expenses incurred in the current year for the releases of *Grand Theft Auto V* on Sony's PS4 and Microsoft's Xbox One gaming consoles in November 2014, and *Borderlands: The Pre-Sequel* and *Sid Meier's Civilization: Beyond Earth* in October 2014. Partially offsetting the overall decrease in selling and marketing expenses was \$8.2 million in higher customer service costs and \$6.0 million of higher incentive compensation based on label performance.

#### General and administrative

General and administrative expenses increased \$13.7 million for the fiscal year ended March 31, 2015, as compared to the prior year due primarily to \$9.0 million of higher expense related to our compensation of ZelnickMedia which was predominantly stock based compensation expense resulting from our relative stock performance during fiscal year 2015 as well as \$2.6 million of higher rent expense.

General and administrative expenses for the fiscal years ended March 31, 2015 and 2014 include occupancy expense (primarily rent, utilities and office expenses) of \$17.9 million and \$16.4 million, respectively, related to our development studios.

#### Research and development

Research and development expenses increased \$9.8 million for the fiscal year ended March 31, 2015, as compared to the prior year due primarily to an increase of \$3.9 million in IT spend on equipment at our development studios, higher personnel costs of \$1.4 million, higher studio support costs of \$1.4 million and higher occupancy related costs of \$1.3 million.

#### Depreciation and amortization

Depreciation and amortization expenses increased \$7.7 million for the fiscal year ended March 31, 2015, as compared to the prior year, due primarily to higher purchases of fixed assets for studio build-outs and information technology infrastructure.

#### Interest and other, net

<u>(thousands of dollars)</u>	<u>2015</u>	<u>% of net revenue</u>	<u>2014</u>	<u>% of net revenue</u>	<u>(Increase)/ decrease</u>	<u>% Increase/ (decrease)</u>
Interest income (expense), net	\$ (29,901)	(2.7)%	\$ (33,961)	(1.4)%	\$ 4,060	(12.0)%
Foreign exchange loss	(2,068)	(0.2)%	209	0.0%	(2,277)	(1089.5)%
Other	76	0.0%	199	0.0%	(123)	(61.8)%
<b>Interest and other, net</b>	<b>\$ (31,893)</b>	<b>(2.9)%</b>	<b>\$ (33,553)</b>	<b>(1.4)%</b>	<b>\$ 1,660</b>	<b>(4.9)%</b>

Interest and other, net was an expense of \$31.9 million for the fiscal year ended March 31, 2015, as compared to an expense of \$33.6 million for the fiscal year ended March 31, 2014. The decrease of \$1.7 million in interest and other, net was primarily related to a net decrease of \$4.1 million in interest expense due primarily to the redemption of our 4.375% Convertible Notes in August 2013, partially offset by interest on the 1.00% Convertible Notes issued in June 2013. This decrease was partially offset by an increase of \$2.3 million due to greater foreign currency exchange losses recorded during the fiscal year ended March 31, 2015.

#### Gain on long-term investments, net

During the fiscal year ended March 31, 2015 we recognized a \$17.5 million net gain on long-term investments, which was primarily comprised of the sale of our investment in Twitch Class C Preferred stock, which was accounted for under the cost method of accounting. In September 2014, we recognized a pretax gain of \$19.0 million in connection with the sale of Twitch.

### ***Loss on extinguishment of debt***

Loss on extinguishment of debt was \$9.0 million for the fiscal year ended March 31, 2014 due to the conversion and redemption of our 4.375% Convertible Notes.

### ***Gain on convertible note hedge and warrants, net***

Gain on convertible note hedge and warrants, net was \$3.5 million for the fiscal year ended March 31, 2014 due to the increase in our share price during the period from June 2013 to the date of the net settlement of the hedge and warrants in August 2013.

### ***Provision for income taxes***

Income tax expense was \$6.6 million for the fiscal year ended March 31, 2015, as compared to \$14.5 million for the fiscal year ended March 31, 2014. The decrease in income tax expense is primarily attributable to a decrease in net income. Our effective tax rate differed from the federal statutory rate due primarily to changes in valuation allowances related to tax losses and tax credit carryforwards and due to the mix of earnings in our foreign entities, which are taxed at a rate other than the U.S. statutory rate of 35%. Our valuation allowances increased by \$92.7 million during the fiscal year ended March 31, 2015 and decreased by \$92.1 million during the fiscal year ended March 31, 2014 due to changes in net operating loss and tax credit carryforwards.

As of March 31, 2015, we had gross unrecognized tax benefits, including interest and penalties, of \$42.7 million, of which \$29.2 million would affect our effective tax rate if realized. For the fiscal year ended March 31, 2015, gross unrecognized tax benefits increased by \$17.8 million, which primarily relates to an increase in uncertain tax position for certain tax credits in domestic jurisdictions.

We generally are no longer subject to audit for U.S. federal income tax returns for periods prior to our fiscal year ended March 31, 2011 and state income tax returns for periods prior to the fiscal year ended October 31, 2010. With few exceptions, we are no longer subject to income tax examinations in non-U.S. jurisdictions for years prior to fiscal year ended October 31, 2010. U.S. federal taxing authorities have completed their audit through the fiscal years ended October 31, 2009. Certain U.S. state taxing authorities are currently examining our income tax returns from fiscal years ended March 31, 2011 through March 31, 2013. The determination as to further adjustments to our gross unrecognized tax benefits during the next 12 months is not practicable.

We are regularly audited by domestic and foreign taxing authorities. Audits may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe that our tax positions comply with applicable tax law, and that we have adequately provided for reasonably foreseeable tax assessments.

### ***Net (loss) income and (loss) earnings per share***

For the fiscal year ended March 31, 2015, our net loss was \$279.5 million, as compared to net income of \$361.6 million in the prior year. Basic and diluted loss per share for the fiscal year ended March 31, 2015 was \$3.48, as compared to basic earnings per share of \$3.79 and diluted earnings per share of \$3.20 for the fiscal year ended March 31, 2014. Basic and diluted weighted average shares outstanding were lower compared to the prior fiscal year due primarily to the repurchase of 16.2 million shares during the fiscal year ended March 31, 2014 and due to Convertible Notes shares being anti-dilutive in the current period, partially offset by vesting of restricted stock awards. See Notes 1 and 12 to the Consolidated Financial Statements for additional information regarding earnings (loss) per share.

### ***Liquidity and Capital Resources***

Our primary cash requirements have been to fund (i) the development, manufacturing and marketing of our published products, (ii) working capital, (iii) acquisitions and (iv) capital expenditures. We expect to

rely on funds provided by our operating activities, our Credit Agreement and our Convertible Notes to satisfy our working capital needs.

### **Short-term Investments**

As of March 31, 2016, we had \$470.8 million of short-term investments, which are highly-liquid in nature and represent an investment of cash that is available for current operations. From time to time, we may purchase additional short-term investments depending on future market conditions and liquidity needs.

### **Credit Agreement**

In February 2016, we entered into a Fifth Amendment to our Credit Agreement. The Credit Agreement provides for borrowings of up to \$100.0 million which may be increased by up to \$100.0 million pursuant to the terms of the Credit Agreement, and is secured by substantially all of our assets and the equity of our subsidiaries. The Credit Agreement expires on August 18, 2019. Revolving loans under the Credit Agreement bear interest at our election of (a) 0.25% to 0.75% above a certain base rate (3.75% at March 31, 2016), or (b) 1.25% to 1.75% above the LIBOR Rate (approximately 1.68% at March 31, 2016), with the margin rate subject to the achievement of certain average liquidity levels. We are also required to pay a monthly fee on the unused available balance, ranging from 0.25% to 0.375% based on availability.

Availability under the Credit Agreement is unrestricted when liquidity is at least \$300,000. When liquidity is below \$300,000 availability under the Credit Agreement is restricted by our United States and United Kingdom based accounts receivable and inventory balances. The Credit Agreement also allows for the issuance of letters of credit in an aggregate amount of up to \$5.0 million.

As of March 31, 2016, there was \$98.3 million available to borrow under the Credit Agreement and we had \$1.7 million of letters of credit outstanding. At March 31, 2016 and 2015, we had no outstanding borrowings under the Credit Agreement.

The Credit Agreement contains covenants that substantially limit us and our subsidiaries' ability to: create, incur, assume or be liable for indebtedness; dispose of assets outside the ordinary course of business; acquire, merge or consolidate with or into another person or entity; create, incur or allow any lien on any of their respective properties; make investments; or pay dividends or make distributions (each subject to certain limitations); or optionally prepay any indebtedness (subject to certain exceptions, including an exception permitting the redemption of our unsecured convertible senior notes upon the meeting of certain minimum liquidity requirements). In addition, the Credit Agreement provides for certain events of default such as nonpayment of principal and interest, breaches of representations and warranties, noncompliance with covenants, acts of insolvency, default on indebtedness held by third parties and default on certain material contracts (subject to certain limitations and cure periods). The Credit Agreement also contains a requirement that we maintain an interest coverage ratio of more than one to one for the trailing twelve month period, if certain average liquidity levels fall below \$30.0 million. As of March 31, 2016, we were in compliance with all covenants and requirements outlined in the Credit Agreement.

### **1.75% Convertible Notes Due 2016**

On November 16, 2011, we issued \$250.0 million aggregate principal amount of 1.75% Convertible Notes due 2016 (the "1.75% Convertible Notes"). Interest on the 1.75% Convertible Notes is payable semi-annually in arrears on June 1<sup>st</sup> and December 1<sup>st</sup> of each year, commencing on June 1, 2012. The 1.75% Convertible Notes mature on December 1, 2016, unless earlier repurchased by us or converted. We do not have the right to redeem the 1.75% Convertible Notes prior to maturity.

The 1.75% Convertible Notes are convertible at an initial conversion rate of 52.3745 shares of our common stock per \$1,000 principal amount of 1.75% Convertible Notes (representing an initial conversion price of approximately \$19.093 per share of common stock for a total of approximately 13,094,000 underlying

conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.75% Convertible Notes at their option prior to the close of business on the business day immediately preceding June 1, 2016 only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2012, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per \$1,000 principal amount of 1.75% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after June 1, 2016 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.75% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.75% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended March 31, 2016. As of April 1, 2016 the 1.75% Convertible Notes may be converted at the holder's option through the maturity date. Our current intent and ability, given our option, would be to settle the 1.75% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.75% Convertible Notes as long-term debt.

The indenture governing the 1.75% Convertible Notes contains customary terms and covenants and events of default. As of March 31, 2016, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.75% Convertible Notes.

### ***1.00% Convertible Notes Due 2018***

On June 18, 2013, we issued \$250.0 million aggregate principal amount of 1.00% Convertible Notes due 2018 (the "1.00% Convertible Notes" and together with the 1.75% Convertible Notes, the "Convertible Notes"). The 1.00% Convertible Notes were issued at 98.5% of par value for proceeds of \$246.3 million. Interest on the 1.00% Convertible Notes is payable semi-annually in arrears on July 1st and January 1st of each year, commencing on January 1, 2014. The 1.00% Convertible Notes mature on July 1, 2018, unless earlier repurchased by us or converted. We do not have the right to redeem the 1.00% Convertible Notes prior to maturity. We also granted the underwriters a 30-day option to purchase up to an additional \$37.5 million principal amount of 1.00% Convertible Notes to cover overallocments, if any. On July 17, 2013, we closed our public offering of \$37.5 million principal amount of our 1.00% Convertible Notes as a result of the underwriters exercising their overallocation option in full on July 12, 2013, bringing the proceeds to \$283.2 million.

The 1.00% Convertible Notes are convertible at an initial conversion rate of 46.4727 shares of our common stock per \$1,000 principal amount of 1.00% Convertible Notes (representing an initial conversion price of approximately \$21.52 per share of common stock for a total of approximately 13,361,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.00% Convertible Notes at their option prior to the close of business on the business day immediately preceding January 1, 2018 only under the following circumstances: (1) during any fiscal quarter commencing after September 30, 2013, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per \$1,000 principal amount of 1.00% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after January 1, 2018 until the close of business on the

business day immediately preceding the maturity date, holders may convert their 1.00% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.00% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of our common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended March 31, 2016. Accordingly, as of April 1, 2016 the 1.00% Convertible Notes may be converted at the holder's option through June 30, 2016. Our current intent and ability, given our option, would be to settle the 1.00% Convertible Notes in shares of our common stock. As such, we have continued to classify these 1.00% Convertible Notes as long-term debt.

The indenture governing the 1.00% Convertible Notes contains customary terms and covenants and events of default. As of the fiscal year end March 31, 2016, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.00% Convertible Notes.

### ***Financial Condition***

We are subject to credit risks, particularly if any of our receivables represent a limited number of customers or are concentrated in foreign markets. If we are unable to collect our accounts receivable as they become due, it could adversely affect our liquidity and working capital position.

Generally, we have been able to collect our accounts receivable in the ordinary course of business. We do not hold any collateral to secure payment from customers. We have trade credit insurance on the majority of our customers to mitigate accounts receivable risk.

A majority of our trade receivables are derived from sales to major retailers and distributors. Our five largest customers accounted for 58.9%, 64.6% and 39.4% of net revenue during the fiscal years ended March 31, 2016, 2015 and 2014, respectively. As of March 31, 2016 and 2015, five customers accounted for 73.9% and 63.9% of our gross accounts receivable, respectively. Customers that individually accounted for more than 10% of our gross accounts receivable balance comprised 64.1% and 54.5% of such balances at March 31, 2016 and 2015, respectively. We had three customers who accounted for 35.2%, 16.8% and 12.1% of our gross accounts receivable as of March 31, 2016 and three customers who accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of March 31, 2016 and 2015. Based upon performing ongoing credit evaluations, maintaining trade credit insurance on a majority of our customers and our past collection experience, we believe that the receivable balances from these largest customers do not represent a significant credit risk, although we actively monitor each customer's credit worthiness and economic conditions that may affect our customers' business and access to capital. We are monitoring the current global economic conditions, including credit markets and other factors as it relates to our customers in order to manage the risk of uncollectible accounts receivable.

We believe our current cash, short term investments and projected cash flow from operations, along with availability under our Credit Agreement will provide us with sufficient liquidity to satisfy our cash requirements for working capital, capital expenditures and commitments on both a short-term and long-term basis.

As of March 31, 2016, the amount of cash and cash equivalents held outside of the U.S. by our foreign subsidiaries was \$185.4 million. These balances are dispersed across various locations around the world. We believe that such dispersion meets the business and liquidity needs of our foreign affiliates. In addition, we expect in the foreseeable future to have the ability to generate sufficient cash domestically to support ongoing operations. Consequently, it is the Company's intention to indefinitely reinvest undistributed earnings of its foreign subsidiaries. In the event we needed to repatriate funds outside of the U.S., such repatriation may be subject to local laws and tax consequences including foreign withholding taxes or U.S. income taxes. It is not practicable to estimate the tax liability and we would try to minimize the tax effect to

the extent possible. However, any repatriation may not result in significant cash payments as the taxable event would likely be offset by the utilization of the then available tax credits.

In January 2013, our Board of Directors authorized the repurchase of up to 7,500,000 shares of our common stock. During the fiscal year ended March 31, 2014, we repurchased 4,217,683 shares of our common stock in the open market for \$73.3 million as part of the program. In May 2015, our Board of Directors authorized the repurchase of an additional 6,717,683 shares of our common stock pursuant to the share repurchase program. During the fiscal year ended March 31, 2016 we repurchased 953,647 shares of our common stock in the open market for \$26.6 million as part of the program. As of March 31, 2016, we have repurchased a total of 5,171,330 shares of our common stock and have 9,046,353 shares of our common stock that remain available for repurchase under our share repurchase authorization. We are authorized to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance and other conditions. The program may be suspended or discontinued at any time for any reason.

Our changes in cash flows were as follows:

(thousands of dollars)	Fiscal Year Ended March 31,		
	2016	2015	2014
Net cash provided by operating activities	\$ 261,305	\$ 212,814	\$ 700,262
Net cash used in investing activities	(324,516)	(220,141)	(30,813)
Net cash (used in) provided by financing activities	(48,047)	928	(133,684)
Effects of foreign currency exchange rates on cash and cash equivalents	(1,120)	(17,881)	(2,867)
Net (decrease) increase in cash and cash equivalents	\$ (112,378)	\$ (24,280)	\$ 532,898

At March 31, 2016 we had \$798.7 million of cash and cash equivalents, compared to \$911.1 million at March 31, 2015. The decrease in cash and cash equivalents from March 31, 2015 was due primarily to cash used in investing and financing activities partially offset by cash provided by operating activities. Net cash used in investing and financing activities related to purchases of short-term investments, purchases of fixed assets, the repurchase of common stock and net share settlements of stock-based awards, which were slightly offset by the proceeds received from the sale and maturities of our available-for-sale securities. Net cash provided by operations was due primarily to cash generated from sales of *Grand Theft Auto V*, *NBA 2K16*, *WWE 2K16* and virtual currency, partially offset by investments in software development and licenses, and the funding of internal royalty payments.

#### **Contractual Obligations and Commitments**

We have entered into various agreements in the ordinary course of business that require substantial cash commitments over the next several years. Generally, these include:

- **Software Development and Licensing:** We make payments to third-party software developers that include contractual payments to developers under several software development agreements that expire at various times through January 2022. Our aggregate outstanding software development commitments assume satisfactory performance by third-party software developers. We also have licensing commitments that primarily consist of obligations to holders of intellectual property rights for use of their trademarks, copyrights, technology or other intellectual property rights in the development of our products.

- **Marketing:** We have certain minimum marketing support commitments where we commit to spend specified amounts related to marketing our products. Marketing commitments expire at various times through December 2022.
- **Operating Leases:** Our offices are occupied under non-cancelable operating leases expiring at various times through June 2024. We also lease certain furniture, equipment and automobiles under non-cancelable leases expiring through March 2020. Some of the leases have fixed rent increases and also include inducements to enter into the lease. The effect of such amounts are deferred and recognized on a straight-line basis over the related lease term.
- Purchase obligations primarily related to agreements to purchase services that are enforceable and legally binding on the Company that specifies all significant terms, including fixed, minimum or variable pricing provisions; and the approximate timing of the transactions, expiring at various times through January 2019.

A summary of annual minimum contractual obligations and commitments as of March 31, 2016 is as follows (in thousands of dollars):

Fiscal Year Ending March 31,	Software Development and Licensing	Marketing	Operating Leases	Purchase Obligations	Convertible Notes Interest	Convertible Notes	Total
2017	\$ 106,340	\$ 9,490	\$ 20,272	\$ 18,631	\$ 7,250	\$ 250,000	\$ 411,983
2018	67,278	6,520	19,719	7,584	2,875	—	103,976
2019	57,893	46,460	20,006	1,681	1,438	287,500	414,978
2020	22,387	12,650	15,751	—	—	—	50,788
2021	14,982	3,250	14,192	—	—	—	32,424
Thereafter	15,000	6,500	38,698	—	—	—	60,198
<b>Total</b>	<b>\$ 283,880</b>	<b>\$ 84,870</b>	<b>\$ 128,638</b>	<b>\$ 27,896</b>	<b>\$ 11,563</b>	<b>\$ 537,500</b>	<b>\$ 1,074,347</b>

**Income Taxes.** At March 31, 2016, we had recorded a liability for gross unrecognized tax benefits, including interest and penalties, of \$41.3 million for which we are unable to make a reasonable and reliable estimate of the period in which these liabilities will be settled with the respective tax authorities, therefore, these liabilities have not been included in the contractual obligations table.

**Legal and Other Proceedings:** We are, or may become, subject to demands and claims (including intellectual property claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial statements. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

On April 11, 2016, we filed a declaratory judgment action in the United States District Court for the Southern District of New York seeking, among other things, a judicial declaration that Leslie Benzies, the former president of one of our subsidiaries with whom we had been in ongoing discussions regarding his separation of employment, is not entitled to any minimum allocation or financial parity with any other person under the applicable royalty plan. We believe we will prevail in this matter, although there can be no assurance of the outcome. On April 12, 2016, Mr. Benzies filed a complaint in the Supreme Court of the State of New York, New York County against us, and certain of our subsidiaries and employees. We removed this case to the United States District Court for the Southern District of New York, where our declaratory judgment action is pending. Mr. Benzies' complaint claims damages of at least \$150.0 million and contains allegations of breach of fiduciary duty; fraudulent inducement and fraudulent concealment; aiding and abetting breach of fiduciary duty; breach of various contracts; breach of implied duty of good faith and fair dealing; tortious interference with contract; unjust enrichment; reformation; constructive trust; declaration of rights; constructive discharge; defamation and fraud. We believe that we have meritorious defenses to these claims, and we intend to vigorously defend against them and to pursue any counterclaims.

### ***Off-Balance Sheet Arrangements***

As of March 31, 2016 and 2015, we did not have any material relationships with unconsolidated entities or financial parties, such as entities often referred to as structured finance or variable interest entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

### **International Operations**

Net revenue earned outside of the United States is principally generated by our operations in Europe, Asia, Australia, Canada and Latin America. For the fiscal years ended March 31, 2016, 2015 and 2014, 47.4%, 42.5% and 53.5%, respectively, of our net revenue was earned outside the United States. We are subject to risks inherent in foreign trade, including increased credit risks, tariffs and duties, fluctuations in foreign currency exchange rates, shipping delays and international political, regulatory and economic developments, all of which can have a significant effect on our operating results.

### **Fluctuations in Quarterly Operating Results and Seasonality**

We have experienced fluctuations in quarterly and annual operating results as a result of the timing of the introduction of new titles; variations in sales of titles developed for particular platforms; market acceptance of our titles; development and promotional expenses relating to the introduction of new titles; sequels or enhancements of existing titles; projected and actual changes in platforms; the timing and success of title introductions by our competitors; product returns; changes in pricing policies by us and our competitors; the accuracy of retailers' forecasts of consumer demand; the size and timing of acquisitions; the timing of orders from major customers; and order cancellations and delays in product shipment. Sales of our products are also seasonal, with peak shipments typically occurring in the fourth calendar quarter as a result of increased demand for products during the holiday season. For certain of our software products with multiple element revenue arrangements where we do not have VSOE for each element and the deliverables are deemed more-than-inconsequential, we defer the recognition of our net revenues over an estimated service period which generally ranges from 12 to 36 months. As a result, the quarter in which we generate the highest net sales volume may be different from the quarter in which we recognize the highest amount of net revenues. Quarterly comparisons of operating results are not necessarily indicative of future operating results.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the potential loss arising from fluctuations in market rates and prices. Our market risk exposures primarily include fluctuations in interest rates and foreign currency exchange rates.

#### *Interest Rate Risk*

Our exposure to fluctuations in interest rates relates primarily to our short-term investment portfolio and variable rate debt under the Credit Agreement.

We seek to manage our interest rate risk by maintaining a short-term investment portfolio that includes corporate bonds with high credit quality and maturities less than two years. Since short-term investments mature relatively quickly and can be reinvested at the then-current market rates, interest income on a portfolio consisting of short-term securities is more subject to market fluctuations than a portfolio of longer term maturities. However, the fair value of a short-term portfolio is less sensitive to market fluctuations than a portfolio of longer term securities. We do not currently use derivative financial instruments in our short-term investment portfolio. Our investments are held for purposes other than trading.



As of March 31, 2016, we had \$470.8 million of short-term investments which included \$205.3 million of available-for-sale securities. The available-for-sale securities were recorded at fair market value with unrealized gains or losses resulting from changes in fair value reported as a separate component of accumulated other comprehensive income (loss), net of tax, in stockholders' equity. We also had \$798.7 million of cash and cash equivalents that are comprised primarily of money market funds and bank-time deposits. We determined that, based on the composition of our investment portfolio, there was no material interest rate risk exposure to our Consolidated Financial Statements or liquidity as of March 31, 2016.

Historically, fluctuations in interest rates have not had a significant effect on our operating results. Under our Credit Agreement, outstanding balances bear interest at our election of (a) 0.25% to 0.75% above a certain base rate (3.75% at March 31, 2016), or (b) 1.25% to 1.75% above the LIBOR rate (approximately 1.68% at March 31, 2016), with the margin rate subject to the achievement of certain average liquidity levels. Changes in market rates may affect our future interest expense if there is an outstanding balance on our line of credit. At March 31, 2016, there were no outstanding borrowings under our Credit Agreement. The 1.75% Convertible Notes and the 1.00% Convertible Notes pay interest semi-annually at a fixed rate of 1.75% and 1.00%, respectively, per annum and we expect that there will be no fluctuation related to the Convertible Notes affecting our cash component of interest expense. For additional details on our Convertible Notes see Note 11 to the Consolidated Financial Statements.

#### *Foreign Currency Exchange Rate Risk*

We transact business in foreign currencies and are exposed to risks resulting from fluctuations in foreign currency exchange rates. Accounts relating to foreign operations are translated into United States dollars using prevailing exchange rates at the relevant period end. Translation adjustments are included as a separate component of stockholders' equity. For the fiscal year ended March 31, 2016 and 2015, our foreign currency translation adjustment loss was \$7.4 million and \$32.7 million, respectively. We recognized a foreign currency exchange transaction loss of \$1.4 million and \$2.1 million for the fiscal years ended March 31, 2016 and 2015, respectively, and a foreign currency exchange transaction gain of \$0.2 million for the fiscal year ended March 31, 2014, in interest and other, net in our Consolidated Statements of Operations.

#### *Balance Sheet Hedging Activities*

We use foreign currency forward contracts to mitigate foreign currency exchange rate risk associated with non-functional currency denominated cash balances and inter-company funding loans, non-functional currency denominated accounts receivable and non-functional currency denominated accounts payable. These transactions are not designated as hedging instruments and are accounted for as derivatives whereby the fair value of the contracts is reported as either assets or liabilities on our Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in interest and other, net, in our Consolidated Statements of Operations. We do not enter into derivative financial contracts for speculative or trading purposes. At March 31, 2016, we had \$2.4 million of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars and \$54.5 million of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars all of which have maturities of less than one year. At March 31, 2015, we had \$4.1 million of forward contracts outstanding to buy foreign currencies in exchange for U.S. dollars and \$72.5 million of forward contracts outstanding to sell foreign currencies in exchange for U.S. dollars all of which have maturities of less than one year. For the fiscal years ended March 31, 2016, 2015 and 2014, we recorded gains of \$0.1 million and \$18.5 million and a loss of \$18.4 million, respectively, related to foreign currency forward contracts in interest and other, net on the Consolidated Statements of Operations. As of March 31, 2016 the fair value of these outstanding forward contracts was a loss of \$0.1 million and is included in accrued and other current liabilities. As of March 31, 2015 the fair value of these outstanding forward contracts was \$0.6 million and is included in prepaid expenses and

other. The fair value of these outstanding forward contracts is estimated based on the prevailing exchange rates of the various hedged currencies as of the end of the period.

Our hedging programs are designed to reduce, but do not entirely eliminate, the effect of currency exchange rate movements. We believe the counterparties to these foreign currency forward contracts are creditworthy multinational commercial banks and that the risk of counterparty nonperformance is not material. Notwithstanding our efforts to mitigate some foreign currency exchange rate risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. For the fiscal year ended March 31, 2016, 47.4% of our revenue was generated outside the United States. Using sensitivity analysis, a hypothetical 10% increase in the value of the U.S. dollar against all currencies would decrease revenues by 4.7%, while a hypothetical 10% decrease in the value of the U.S. dollar against all currencies would increase revenues by 4.7%. In the opinion of management, a substantial portion of this fluctuation would be offset by cost of goods sold and operating expenses incurred in local currency.

#### **Item 8. Financial Statements and Supplementary Data**

The financial statements and supplementary data appear in a separate section of this report following Part IV. We provide details of our valuation and qualifying accounts in "Note 21—Supplementary Financial Information" to the Consolidated Financial Statements. All schedules have been omitted since the information required to be submitted has been included on the Consolidated Financial Statements or notes thereto or has been omitted as not applicable or not required.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

#### **Item 9A. Controls and Procedures**

##### *Definition and Limitations of Disclosure Controls and Procedures*

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. These limitations include the possibility of human error, the circumvention or overriding of the controls and procedures and reasonable resource constraints. In addition, because we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, our system of controls may not achieve its desired purpose under all possible future conditions. Accordingly, our disclosure controls and procedures provide reasonable assurance, but not absolute assurance, of achieving their objectives.

##### *Evaluation of Disclosure Controls and Procedures*

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures at March 31, 2016, the end of the period covered by this report. Based on this evaluation, the principal executive officer and principal financial officer concluded that, at March 31, 2016, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file

or submit under the Exchange Act is (i) recorded, processed, summarized, and reported on a timely basis, and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

*Management's Report on Internal Control Over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria set forth in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework ("COSO"). Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of March 31, 2016.

Our independent registered public accounting firm, Ernst & Young LLP, has issued an audit report on our internal control over financial reporting. The report on the audit of internal control over financial reporting is included in this Form 10-K.

*Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting during the fiscal quarter ended March 31, 2016, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information required by this Item is incorporated herein by reference to the sections entitled "Proposal 1—Election of Directors" and "Executive Compensation—Section 16(a) Beneficial Ownership Reporting Compliance" in our definitive Proxy Statement (the "Proxy Statement") for the Annual Meeting of Stockholders to be held in 2016. We intend to file the Proxy Statement within 120 days after the end of the fiscal year (i.e. on or before July 29, 2016). Our Code of Business Conduct and Ethics applicable to its directors and all employees, including senior financial officers, is available on our website at [www.take2games.com](http://www.take2games.com). If we make any amendment to our Code of Business Conduct and Ethics that is required to be disclosed pursuant to the Exchange Act, we will make such disclosures on its website.

**Item 11. Executive Compensation**

The information required by this Item is incorporated herein by reference to the section entitled "Executive Compensation" in our Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by this Item is incorporated herein by reference to the sections entitled "Voting Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in our Proxy Statement.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item is incorporated herein by reference to the section entitled "Certain Relationships and Related Transactions" in our Proxy Statement.

**Item 14. Principal Accounting Fees and Services**

The information required by this Item is incorporated herein by reference to the section entitled "Independent Auditor Fee Information" in our Proxy Statement.

**PART IV****Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this Report:

- (i) Financial Statements. See Index to Financial Statements on page 66 of this Report.
- (ii) Financial Statement Schedule. See Note 21 to the Consolidated Financial Statements.
- (iii) Index to Exhibits:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed Herewith</u>
		<u>Form</u>	<u>Filing Date</u>	<u>Exhibit</u>	
3.1	Restated Certificate of Incorporation	10-K	2/12/2004	3.1	
3.1.1	Certificate of Amendment of Restated Certificate of Incorporation, dated April 30, 1998	10-K	2/12/2004	3.1.2	
3.1.2	Certificate of Amendment of Restated Certificate of Incorporation, dated November 17, 2003	10-K	2/12/2004	3.1.3	
3.1.3	Certificate of Amendment of Restated Certificate of Incorporation, dated April 23, 2009.	8-K	4/23/2009	3.1	
3.1.4	Certificate of Amendment of Restated Certificate of Incorporation, dated September 21, 2012	8-K	9/24/2012	3.1	
3.2	Certificate of Designation of Series A Preferred Stock, dated March 11, 1998	10-K	2/12/2004	3.1.1	
3.3	Certificate of Designation of Series B Preferred Stock, dated March 26, 2008	8-A12B	3/26/2008	4.2	
3.4	Amended and Restated Bylaws of Take-Two Interactive Software, Inc., effective as of December 2, 2014.	8-K	12/5/2014	3.1	
4.1	Indenture, dated as of November 16, 2011, by and between the Company and The Bank of New York Mellon, as Trustee, relating to 1.75% Convertible Notes	8-K	11/18/2011	4.1	
4.2	Form of 1.75% Convertible Note (included in Exhibit 4.1)	8-K	11/18/2011	4.1	
4.3	Indenture, dated as of June 18, 2013, by and between the Company and The Bank of New York Mellon, as Trustee, relating to 1.00% Convertible Notes	8-K	6/18/2013	4.1	

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Filing Date	Filed Herewith
4.4	Supplemental Indenture, dated as of June 18, 2013, between the Company and The Bank of New York Mellon, as Trustee, to Indenture, dated as of June 18, 2013, between the Company and The Bank of New York Mellon, as Trustee	8-K	6/18/2013	4.2
4.5	Form of 1.00% Convertible Note (included in Exhibit 4.4)	8-K	6/18/2013	4.2
10.1	Take-Two Interactive Software, Inc. Change in Control Employee Severance Plan <sup>+</sup>	8-K	3/7/2008	10.1
10.2	Form of Employee Restricted Stock Agreement <sup>+</sup>	10-Q	6/5/2009	10.2
10.3	Form of Non-Employee Director Restricted Stock Agreement <sup>+</sup>	10-Q	6/5/2009	10.3
10.4	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	8/1/2012	10.1
10.5	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	10/30/2013	10.1
10.6	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	10/30/2013	10.2
10.7	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	10/30/2013	10.3
10.8	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	10/30/2013	10.4
10.9	Form of Employee Restricted Unit Agreement <sup>+</sup>	10-Q	10/30/2013	10.5
10.10	Employment Agreement, dated May 12, 2010, between the Company and Lainie Goldstein <sup>+</sup>	8-K	5/14/2010	10.1
10.11	First Amendment to Employment Agreement, dated October 25, 2010, between the Company and Lainie Goldstein <sup>+</sup>	8-K	10/25/2010	10.1
10.12	Second Amendment to Employment Agreement, dated August 27, 2012, between the Company and Lainie Goldstein <sup>+</sup>	10-Q	10/31/2012	10.6
10.13	Employment Agreement, dated February 14, 2008, by and between the Company and Karl Slatoff <sup>+</sup>	8-K	2/15/2008	10.3
10.14	Management Agreement, dated as of May 20, 2011, by and between Take-Two Interactive Software, Inc. and ZelnickMedia Corporation <sup>+</sup>	8-K	5/24/2011	10.1

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>		
		<u>Form</u>	<u>Filing Date</u>	<u>Exhibit</u> <u>Filed Herewith</u>
10.15	Amendment to Non-Qualified Stock Option Agreement with ZelnickMedia Corporation, dated as of November 18, 2013 <sup>+</sup>	8-K	11/18/2013	10.1
10.16	Management Agreement, dated as of March 10, 2014, by and between the Company and ZelnickMedia Corporation <sup>+</sup>	8-K	3/10/2014	10.1
10.17	Security Agreement dated as of July 3, 2007, made by each of the Grantors listed on the signature pages thereof and Wells Fargo Foothill, Inc. in its capacity as administrative agent for the Lender Group and the Bank Product Providers	8-K	7/9/2007	10.2
10.18	Supplement to Security Agreement dated as of November 16, 2007, made by each of the grantors listed on the signature pages thereof and Wells Fargo Foothill, Inc. in its capacity as administrative agent for the Lender Group and the Bank Product Providers	8-K	11/20/2007	99.2
10.19	Second Amended and Restated Credit Agreement, dated as of October 17, 2011, by and among the Company, each of its Subsidiaries identified on the signature pages thereto as Borrowers, each of its Subsidiaries identified on the signature pages thereto as Guarantors, the lender parties thereto, and Wells Fargo Capital Finance, Inc., as administrative agent	8-K	10/17/2011	10.1
10.20	First Amendment to Second Amended and Restated Credit Agreement, dated June 12, 2013	10-K	5/14/2014	10.27
10.21	Second Amendment to Second Amended and Restated Credit Agreement, dated April 28, 2014	10-K	5/14/2014	10.28
10.22	Xbox 360 Publisher License Agreement dated November 17, 2005, between Microsoft Licensing, GP and the Company*	10-Q	11/8/2011	10.3
10.23	Amendment to Xbox 360 Publisher License Agreement, dated December 4, 2008, between Microsoft Licensing, GP and the Company*	10-Q	6/5/2009	10.1
10.24	Amendment to the Xbox 360 Publisher License Agreement, dated November 22, 2011, between the Company and Microsoft Licensing, GP*	10-Q	2/3/2012	10.1

Exhibit Number	Exhibit Description	Incorporated by Reference		
		Form	Filing Date	Exhibit Filed Herewith
10.25	Amendment to the Xbox 360 Publisher License Agreement, dated December 11, 2012, between the Company and Microsoft Licensing, GP*	10-Q	2/6/2013	10.2
10.26	Amendment to the Xbox 360 Publisher License Agreement, dated November 13, 2013, between the Company and Microsoft Licensing, GP.*	10-Q	2/4/2014	10.2
10.27	Xbox One Publisher License Agreement dated October 31, 2013, between Microsoft Licensing, GP and the Company*	10-Q	2/4/2014	10.1
10.28	Global Playstation 3 Format Licensed Publisher Agreement, dated May 18, 2010, between Take-Two International S.A. and Sony Computer Entertainment Europe Limited*	10-Q	11/8/2011	10.2
10.29	Global Playstation 3 Format Licensed Publisher Agreement, dated May 20, 2010, between the Company and Sony Computer Entertainment America LLC*	10-Q	11/8/2011	10.1
10.30	Lease Agreement between the Company and Moklam Enterprises, Inc. dated July 1, 2002	10-Q	9/16/2002	10.2
10.31	Sixth Lease Modification Agreement, dated January 18, 2012, between the Company and Moklam Enterprises, Inc.	10-K	5/23/2012	10.45
10.32	Seventh Lease Modification Agreement, dated April 8, 2014, between the Company and Moklam Enterprises, Inc.	10-K	5/14/2014	10.39
10.33	Amendment to the Xbox One Publisher License Agreement, dated May 7, 2014, between Microsoft Licensing, GP and the Company*	10-Q	8/6/2014	10.1
10.34	Amendment to the Xbox 360 Publisher License Agreement, dated September 30, 2014, between Microsoft Corporation and the Company*	10-Q	10/30/2014	10.1
10.35	Amended and Restated Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, effective as of July 23, 2014	14A	7/28/2014	Annex A
10.36	Third Amendment to Second Amended and Restated Credit Agreement, dated August 18, 2014	8-K	8/21/2014	10.1



Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Exhibit	
10.37	Employment Agreement dated January 28, 2015 between the Company and Daniel Emerson	10-Q	2/6/2015	10.1	
10.38	Amendment to the Restricted Stock Agreement dated as of May 20, 2011 between the Company and ZelnickMedia Corporation, effective as of December 2, 2014	10-Q	2/6/2015	10.2	
10.39	Amendment to the Performance Based Restricted Stock Agreement dated as of May 20, 2011 between the Company and ZelnickMedia Corporation, effective as of December 2, 2014	10-Q	2/6/2015	10.3	
10.40	Second Amendment to the Restricted Stock Agreement dated as of May 20, 2011 between the Company and ZelnickMedia Corporation, effective as of April 24, 2015	S-3ASR	5/20/2015	10.5	
10.41	Second Amendment to the Performance Based Restricted Stock Agreement dated as of May 20, 2011 between the Company and ZelnickMedia Corporation, effective as of April 24, 2015	S-3ASR	5/20/2015	10.6	
10.42	Restricted Unit Agreement, dated as of May 20, 2015, by and between the Company and ZelnickMedia Corporation	S-3ASR	5/20/2015	10.2	
10.43	Amended and Restated Restricted Unit Agreement Pursuant to the Take-Two Interactive Software, Inc. 2009 Incentive Stock Plan, dated as of June 30, 2015	10-Q	8/10/2015	10.1	
10.44	Ninth Lease Modification Agreement, dated as of December 15, 2015, by and between Take-Two Interactive Software, Inc. and Moklam Enterprises, Inc.	10-Q	2/4/2016	10.1	
10.45	Fourth Amendment to Second Amended and Restated Credit Agreement, May 21, 2015				X
10.46	Fifth Amendment to Second Amended and Restated Credit Agreement, dated February 11, 2016	8-K	2/12/2016	10.1	
10.47	Eighth Lease Modification Agreement, dated as of January 5, 2015, by and between Take-Two Interactive Software, Inc. and Moklam Enterprises, Inc.				X

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Exhibit	
10.48	Amendment to the Xbox One Publisher License Agreement, dated January 30, 2015, between Microsoft Corporation and the Company**				X
10.49	Amendment No. 3 to the Xbox One Publisher License Agreement, dated August 13, 2015, between Microsoft Corporation and the Company**				X
10.50	Amendment to the Restricted Stock Unit Agreement, dated as of March 30, 2016, by and between Take-Two Interactive Software, Inc. and ZelnickMedia Corporation				X
21.1	Subsidiaries of the Company				X
23.1	Consent of Ernst & Young LLP				X
31.1	Chief Executive Officer Certification Pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
31.2	Chief Financial Officer Certification Pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				X
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				X
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension Schema Document.				X
101.CAL	XBRL Taxonomy Calculation Linkbase Document.				X
101.LAB	XBRL Taxonomy Label Linkbase Document.				X
101.PRE	XBRL Taxonomy Presentation Linkbase Document.				X

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			
		<u>Form</u>	<u>Filing Date</u>	<u>Exhibit</u>	<u>Filed Herewith</u>
101.DEF	XBRL Taxonomy Extension Definition Document.				X

+ Represents a management contract or compensatory plan or arrangement.

\* Portions thereof were omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment that was granted in accordance with Exchange Act Rule 24b-2.

\*\* Portions hereof have been omitted and filed separately with the Securities and Exchange Commission pursuant to a request for confidential treatment in accordance with Exchange Act Rule 24b-2

Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets at March 31, 2016 and 2015, (ii) Consolidated Statements of Operations for the fiscal years ended March 31, 2016, 2015 and 2014, (iii) Consolidated Statements of Comprehensive (Loss) Income for the fiscal years ended March 31, 2016, 2015 and 2014, (iv) Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2016, 2015 and 2014, (v) Consolidated Statements of Stockholders' Equity for the fiscal years ended March 31, 2016, 2015 and 2014; and (vi) Notes to the Consolidated Financial Statements.

**TAKE-TWO INTERACTIVE SOFTWARE, INC.  
FISCAL YEAR ENDED MARCH 31, 2016**

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(All other items in this report are inapplicable)

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

***The Board of Directors and Stockholders of Take-Two Interactive Software, Inc.***

We have audited the accompanying consolidated balance sheets of Take-Two Interactive Software, Inc. as of March 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive (loss) income, cash flows and stockholders' equity for each of the three years in the period ended March 31, 2016. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Take-Two Interactive Software, Inc. at March 31, 2016 and 2015, and the consolidated results of its operations and its cash flows for each of the three years in the period ended March 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Take-Two Interactive Software, Inc.'s internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated May 18, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York

May 18, 2016

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

***The Board of Directors and Stockholders of Take-Two Interactive Software, Inc.***

We have audited Take-Two Interactive Software, Inc.'s internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Take-Two Interactive Software, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Take-Two Interactive Software, Inc. maintained, in all material respects, effective internal control over financial reporting as of March 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Take-Two Interactive Software, Inc. as of March 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive (loss) income, cash flows and stockholders' equity for each of the three years in the period ended March 31, 2016 of Take-Two Interactive Software, Inc. and our report dated May 18, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

New York, New York

May 18, 2016

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except per share amounts)

	March 31,	
	2016	2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 798,742	\$ 911,120
Short-term investments	470,820	186,929
Restricted cash	261,169	169,678
Accounts receivable, net of allowances of \$45,552 and \$70,471 at March 31, 2016 and 2015, respectively	168,527	217,860
Inventory	15,888	20,051
Software development costs and licenses	178,387	163,385
Deferred cost of goods sold	98,474	56,779
Prepaid expenses and other	53,269	54,057
<b>Total current assets</b>	<b>2,045,276</b>	<b>1,779,859</b>
Fixed assets, net	77,127	69,792
Software development costs and licenses, net of current portion	214,831	124,329
Deferred cost of goods sold, net of current portion	17,915	19,869
Goodwill	217,080	217,288
Other intangibles, net	4,609	4,769
Other assets	13,439	12,167
<b>Total assets</b>	<b>\$ 2,590,277</b>	<b>\$ 2,228,073</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 30,448	\$ 38,789
Accrued expenses and other current liabilities	607,479	444,738
Deferred revenue	582,484	482,733
<b>Total current liabilities</b>	<b>1,220,411</b>	<b>966,260</b>
Long-term debt	497,935	473,030
Non-current deferred revenue	216,319	164,618
Other long-term liabilities	74,227	61,077
<b>Total liabilities</b>	<b>2,008,892</b>	<b>1,664,985</b>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value, 5,000 shares authorized: no shares issued and outstanding at March 31, 2016 and 2015	—	—
Common stock, \$.01 par value, 200,000 shares authorized; 103,765 and 104,594 shares issued and 86,573 and 88,356 outstanding at March 31, 2016 and 2015, respectively	1,038	1,046
Additional paid-in capital	1,088,628	1,028,197
Treasury stock, at cost; 17,192 and 16,238 common shares at March 31, 2016 and 2015, respectively	(303,388)	(276,836)
Accumulated deficit	(166,997)	(158,695)
Accumulated other comprehensive loss	(37,896)	(30,624)
<b>Total stockholders' equity</b>	<b>581,385</b>	<b>563,088</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,590,277</b>	<b>\$ 2,228,073</b>

See accompanying Notes.

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)

	Fiscal Year Ended March 31,		
	2016	2015	2014
Net revenue	\$ 1,413,698	\$ 1,082,938	\$ 2,350,568
Cost of goods sold	813,873	794,867	1,414,327
Gross profit	599,825	288,071	936,241
Selling and marketing	198,309	235,341	240,996
General and administrative	192,452	175,093	161,374
Research and development	119,807	115,043	105,256
Business reorganization	71,285	—	—
Depreciation and amortization	28,800	21,057	13,359
Total operating expenses	610,653	546,534	520,985
(Loss) income from operations	(10,828)	(258,463)	415,256
Interest and other, net	(30,205)	(31,893)	(33,553)
Gain on long-term investments, net	2,683	17,476	—
Loss on extinguishment of debt	—	—	(9,014)
Gain on convertible note hedge and warrants, net	—	—	3,461
(Loss) income from continuing operations before income taxes	(38,350)	(272,880)	376,150
(Benefit from) provision for income taxes	(30,048)	6,590	14,459
(Loss) income from continuing operations	(8,302)	(279,470)	361,691
Loss from discontinued operations, net of taxes	—	—	(86)
Net (loss) income	\$ (8,302)	\$ (279,470)	\$ 361,605
(Loss) earnings per share:			
Continuing operations	\$ (0.10)	\$ (3.48)	\$ 3.79
Discontinued operations	—	—	—
Basic (loss) earnings per share	\$ (0.10)	\$ (3.48)	\$ 3.79
Continuing operations	\$ (0.10)	\$ (3.48)	\$ 3.20
Discontinued operations	—	—	—
Diluted (loss) earnings per share	\$ (0.10)	\$ (3.48)	\$ 3.20

See accompanying Notes.



**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
**(in thousands)**

	<u>Fiscal Year Ended March 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Net (loss) income	\$ (8,302)	\$ (279,470)	\$ 361,605
Other comprehensive (loss) income:			
Foreign currency translation adjustment	(7,364)	(32,747)	6,447
Cash flow hedges:			
Change in unrealized gains, net of taxes	—	32	241
Reclassification to earnings, net of taxes	(17)	—	—
Change in fair value of effective cash flow hedges	(17)	32	241
Available-for-sale securities:			
Net unrealized gain (loss), net of taxes	73	(25)	—
Reclassification to earnings for realized net loss, net of taxes	36	—	—
Change in fair value of available-for-sale securities	109	(25)	—
Other comprehensive (loss) income	(7,272)	(32,740)	6,688
Comprehensive (loss) income	<u>\$ (15,574)</u>	<u>\$ (312,210)</u>	<u>\$ 368,293</u>

See accompanying Notes.

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Fiscal Year Ended March 31,		
	2016	2015	2014
<b>Operating activities:</b>			
Net (loss) income	\$ (8,302)	\$ (279,470)	\$ 361,605
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Amortization and impairment of software development costs and licenses	134,472	133,453	265,533
Depreciation and amortization	28,800	21,057	13,359
Loss from discontinued operations	—	—	86
Stock-based compensation	69,996	65,246	78,118
Deferred income taxes	(270)	2,279	(19,036)
Amortization of discount on Convertible Notes	23,457	22,026	22,801
Amortization of debt issuance costs	1,567	1,663	1,947
Gain on long-term investments, net	(2,683)	(17,476)	—
Loss on extinguishment of debt	—	—	9,014
Gain on convertible note hedge and warrants, net	—	—	(3,461)
Amortization and impairment of intellectual property	160	344	3,558
Other, net	2,588	2,068	(208)
Changes in assets and liabilities:			
Restricted cash	(91,491)	24,161	(186,350)
Accounts receivable	49,348	(164,717)	136,453
Inventory	3,809	9,729	438
Software development costs and licenses	(219,217)	(188,772)	(192,357)
Prepaid expenses, other current and other non-current assets	(12,272)	5,398	(18,424)
Deferred revenue	152,325	568,028	34,276
Deferred cost of goods sold	(41,144)	(70,788)	—
Accounts payable, accrued expenses and other liabilities	170,162	78,585	194,228
Net cash used in discontinued operations	—	—	(1,318)
Net cash provided by operating activities	<u>261,305</u>	<u>212,814</u>	<u>700,262</u>
<b>Investing activities:</b>			
Change in bank time deposits	(182,383)	(87,500)	—
Proceeds from available-for-sale securities	43,314	—	—
Purchases of available-for-sale securities	(150,501)	(100,116)	—
Purchases of fixed assets	(37,280)	(49,501)	(29,813)
Purchase of long-term investments	—	(5,000)	—
Proceeds from sale of long-term investment	2,683	21,976	—
Other	(349)	—	(1,000)
Net cash used in investing activities	<u>(324,516)</u>	<u>(220,141)</u>	<u>(30,813)</u>
<b>Financing activities:</b>			
Tax payment related to net share settlements on restricted stock awards	(22,916)	—	—
Repurchase of common stock	(26,552)	—	(276,836)
Excess tax benefit from stock-based compensation	1,421	928	—
Proceeds from issuance of 1.00% Convertible Notes	—	—	283,188
Payment for extinguishment of 4.375% Convertible Notes	—	—	(165,999)
Proceeds from termination of convertible note hedge transactions	—	—	84,429
Payment for termination of convertible note warrant transactions	—	—	(55,651)
Payment of debt issuance costs for the issuance of 1.00% Convertible Notes	—	—	(2,815)
Net cash (used in) provided by financing activities	<u>(48,047)</u>	<u>928</u>	<u>(133,684)</u>
Effects of foreign currency exchange rates on cash and cash equivalents	(1,120)	(17,881)	(2,867)
Net (decrease) increase in cash and cash equivalents	<u>(112,378)</u>	<u>(24,280)</u>	<u>532,898</u>
Cash and cash equivalents, beginning of year	<u>911,120</u>	<u>935,400</u>	<u>402,502</u>
Cash and cash equivalents, end of year	<u>\$ 798,742</u>	<u>\$ 911,120</u>	<u>\$ 935,400</u>
<b>Supplemental data:</b>			
Interest paid	\$ 7,626	\$ 7,657	\$ 9,095
Income taxes (refunded) paid	\$ (26,223)	\$ 9,749	\$ 10,025

See accompanying Notes.

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock		(Accumulated Deficit) / Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Total Stockholders' Equity
	Shares	Amount		Shares	Amount			
Balance, March 31, 2013	93,743	\$ 937	\$ 832,460	—	\$ —	\$ (240,830)	\$ (4,572)	\$ 587,995
Net income	—	—	—	—	—	361,605	—	361,605
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	6,447	6,447
Change in unrealized gains on derivative instruments, net	—	—	—	—	—	—	241	241
Exercise of stock options	557	6	(6)	—	—	—	—	—
Stock-based compensation	—	—	80,285	—	—	—	—	80,285
Tax benefit associated with stock awards	—	—	7,416	—	—	—	—	7,416
Issuance of 1.00% Convertible Notes	—	—	35,784	—	—	—	—	35,784
Extinguishment of 4.375% Convertible Notes	3,217	32	(26,480)	—	—	—	—	(26,448)
Termination of convertible note hedge transactions	—	—	67,170	—	—	—	—	67,170
Termination of convertible note warrant transactions	—	—	(41,853)	—	—	—	—	(41,853)
Issuance of restricted stock, net of forfeitures and cancellations	7,639	77	(77)	—	—	—	—	—
Repurchased common stock	—	—	—	(16,238)	(276,836)	—	—	(276,836)
Balance, March 31, 2014	105,156	1,052	954,699	(16,238)	(276,836)	120,775	2,116	801,806
Net loss	—	—	—	—	—	(279,470)	—	(279,470)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(32,747)	(32,747)
Change in unrealized gains on derivative instruments, net	—	—	—	—	—	—	32	32
Net unrealized loss on available-for-sale securities, net of taxes	—	—	—	—	—	—	(25)	(25)
Stock-based compensation	—	—	72,579	—	—	—	—	72,579
Tax benefit associated with stock awards	—	—	928	—	—	—	—	928
Issuance of restricted stock, net of forfeitures and cancellations	(570)	(6)	(108)	—	—	—	—	(114)
Issuance of common stock in connection with acquisition	8	—	99	—	—	—	—	99
Balance, March 31, 2015	104,594	1,046	1,028,197	(16,238)	(276,836)	(158,695)	(30,624)	563,088
Net loss	—	—	—	—	—	(8,302)	—	(8,302)
Change in cumulative foreign currency translation adjustment	—	—	—	—	—	—	(7,364)	(7,364)
Change in unrealized gains on derivative instruments, net	—	—	—	—	—	—	(17)	(17)
Net unrealized gain on available-for-sale securities, net of taxes	—	—	—	—	—	—	109	109
Stock-based compensation	—	—	83,137	—	—	—	—	83,137
Tax benefit associated with stock awards	—	—	1,421	—	—	—	—	1,421
Issuance of restricted stock, net of forfeitures and cancellations	(84)	(1)	1	—	—	—	—	—
Repurchased common stock	—	—	—	(954)	(26,552)	—	—	(26,552)
Net share settlement of restricted stock awards	(745)	(7)	(24,128)	—	—	—	—	(24,135)
<b>Balance, March 31, 2016</b>	<b>103,765</b>	<b>\$ 1,038</b>	<b>\$ 1,088,628</b>	<b>(17,192)</b>	<b>\$ (303,388)</b>	<b>\$ (166,997)</b>	<b>\$ (37,896)</b>	<b>\$ 581,385</b>

See accompanying Notes.

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(In thousands, except share and per share amounts)**

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

Take-Two Interactive Software, Inc. (the "Company," "we," "us," or similar pronouns) was incorporated in the state of Delaware in 1993. We are a leading developer, publisher and marketer of interactive entertainment for consumers around the globe. The Company develops and publishes products through its two wholly-owned labels Rockstar Games and 2K. Our products are designed for console systems and personal computers, including smart phones and tablets, and are delivered through physical retail, digital download, online platforms and cloud streaming services.

**Principles of Consolidation**

The Consolidated Financial Statements include the financial statements of the Company and its wholly-owned subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

**Reclassifications**

Certain immaterial amounts in the financial statements of the prior years have been reclassified to conform to the current year presentation for comparative purposes.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of net revenue and expenses during the reporting periods. Our most significant estimates and assumptions relate to the recoverability of software development costs and prepaid royalties, licenses and intangibles, valuation of inventories, realization of deferred income taxes, the adequacy of price protection, allowances for sales returns and doubtful accounts, accrued liabilities, the service period for deferred net revenue and related cost of goods sold, fair value estimates, the valuation of stock-based compensation, and assumptions used in our goodwill and short-term investments impairment tests. These estimates generally involve complex issues and require us to make judgments, involve analysis of historical and the prediction of future trends, and are subject to change from period to period. Actual amounts could differ significantly from these estimates. The Company considers transactions or events that occur after the balance sheet date, but before the financial statements are issued, to provide additional evidence relative to certain estimates or to identify matters that require additional disclosures.

**Concentration of Credit Risk and Accounts Receivable**

We maintain cash balances at several major financial institutions. While we attempt to limit credit exposure with any single institution, balances often exceed insurable amounts.

If the financial condition and operations of our customers deteriorate, our risk of collection could increase substantially. A majority of our trade receivables are derived from sales to major retailers and distributors. Our five largest customers accounted for 58.9%, 64.6% and 39.4% of net revenue during the fiscal years ended March 31, 2016, 2015 and 2014, respectively. One customer accounted for 20.7% and 13.3% of net revenues during the fiscal years ended March 31, 2016 and 2015, respectively. A second customer accounted for 15.5% and 11.7% of net revenue during the fiscal years ended March 31, 2016 and 2015, respectively. A third customer accounted for 21.0% and 18.4% of net revenue during the fiscal years ended March 31, 2015 and 2014, respectively, and a fourth customer accounted for 10.4% of net revenue during

the fiscal year ended March 31, 2015. As of March 31, 2016 and 2015, five customers accounted for 73.9% and 63.9% of our gross accounts receivable, respectively. Customers that individually accounted for more than 10% of our gross accounts receivable balance comprised 64.1% and 54.5% of such balances at March 31, 2016 and 2015, respectively. We had three customers who accounted for 35.2%, 16.8% and 12.1% of our gross accounts receivable as of March 31, 2016 and three customers who accounted for 18.5%, 18.4% and 17.6% of our gross accounts receivable as of March 31, 2015. We did not have any additional customers that exceeded 10% of our gross accounts receivable as of March 31, 2016 and 2015. Based upon performing ongoing credit evaluations, maintaining trade credit insurance on a majority of our customers and our past collection experience, we believe that the receivable balances from these largest customers do not represent a significant credit risk.

### **Cash and Cash Equivalents**

We consider all highly liquid instruments purchased with original maturities of three months or less to be cash equivalents. Our restricted cash balance is primarily related to a dedicated account limited to the payment of certain royalty obligations.

### **Short-term Investments**

Short-term investments designated as available-for-sale securities are carried at fair value, which is based on quoted market prices for such securities, if available, or is estimated on the basis of quoted market prices of financial instruments with similar characteristics. Investments with original maturities greater than 90 days and remaining maturities of less than one year are normally classified within short-term investments. In addition, investments with maturities beyond one year at the time of purchase that are highly liquid in nature and represent the investment of cash that is available for current operations are classified as short-term investments.

Unrealized gains and losses of the Company's available-for-sale securities are excluded from earnings and are reported as a component of other comprehensive (loss) income, net of tax, until the security is sold, the security has matured, or the Company determines that the fair value of the security has declined below its adjusted cost basis and the decline is other-than-temporary. Realized gains and losses on short-term investments are calculated based on the specific identification method and would be reclassified from accumulated other comprehensive loss to interest and other, net.

Short-term investments are evaluated for impairment quarterly. The Company considers various factors in determining whether it should recognize an impairment charge, including the credit quality of the issuer, the duration that the fair value has been less than the adjusted cost basis, the severity of the impairment, the reason for the decline in value, and our intent to sell and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. If the Company concludes that an investment is other-than-temporarily impaired, it recognizes an impairment charge at that time in the Consolidated Statements of Operations. In determining whether the decline in fair value is other-than-temporary requires management judgment based on the specific facts and circumstances of each security. The ultimate value realized on these securities is subject to market price volatility until they are sold.

### **Inventory**

Inventory consists of materials, including manufacturing royalties paid to console manufacturers, and is stated at the lower of weighted average cost or net realizable value. Estimated product returns are included in the inventory balance at their cost. We regularly review inventory quantities on-hand and in the retail channels and record an inventory provision for excess or obsolete inventory based on the future expected demand for our products. Significant changes in demand for our products would affect management's estimates in establishing our inventory provision. We write down inventory based on excess or obsolete

inventories determined primarily by future anticipated demand for our products. Inventory write-downs are measured as the difference between the cost of the inventory and market value, based upon assumptions about future demand that are inherently difficult to assess.

### **Sale of Long-Term Investment**

We held an investment in Twitch Interactive, Inc.'s ("Twitch") Class C Preferred stock, which was accounted for under the cost method of accounting. In connection with the sale of Twitch, we recognized a pretax gain of \$2,683 and \$18,976, during the fiscal years ended March 31, 2016 and 2015, respectively. The pretax gain is presented within "Gain on long-term investments, net" in our Consolidated Statements of Operations.

### **Software Development Costs and Licenses**

Capitalized software development costs include direct costs incurred for internally developed titles and payments made to third-party software developers under development agreements.

We capitalize internal software development costs (including stock-based compensation, specifically identifiable employee payroll expense and incentive compensation costs related to the completion and release of titles), third-party production and other content costs, subsequent to establishing technological feasibility of a software title. Technological feasibility of a product includes the completion of both technical design documentation and game design documentation. Significant management judgments and estimates are utilized in the assessment of when technological feasibility is established. For products where proven technology exists, this may occur early in the development cycle. Technological feasibility is evaluated on a product by product basis.

We enter into agreements with third-party developers that require us to make payments for game development and production services. In exchange for our payments, we receive the exclusive publishing and distribution rights to the finished game title as well as, in some cases, the underlying intellectual property rights. Such agreements typically allow us to fully recover these payments to the developers at an agreed upon royalty rate earned on the subsequent sales of such software, net of any agreed upon costs. Prior to establishing technological feasibility of a product we record any costs incurred by third-party developers as research and development expenses. Subsequent to establishing technological feasibility of a product we capitalize all development and production service payments to third-party developers as software development costs and licenses. We typically enter into agreements with third-party developers after completing the technical design documentation for our products and therefore record the design costs leading up to a signed development contract as research and development expense. When we contract with third-party developers, we generally select those that have proven technology and experience in the genre of the software being developed, which often allows for the establishment of technological feasibility early in the development cycle. In instances where the documentation of the design and technology are not in place prior to an executed contract, we monitor the software development process and require our third-party developers to adhere to the same technological feasibility standards that apply to our internally developed products.

Licenses consist of payments and guarantees made to holders of intellectual property rights for use of their trademarks, copyrights or other intellectual property rights in the development of our products. Agreements with license holders generally provide for guaranteed minimum payments for use of their intellectual property. Certain licenses, especially those related to our sports products, extend over multi-year periods and encompass multiple game titles. In addition to guaranteed minimum payments, these licenses frequently contain provisions that could require us to pay royalties to the license holder based on pre-agreed unit sales thresholds.

Amortization of capitalized software development costs and licenses commences when a product is released and is recorded on a title-by-title basis in cost of goods sold. For capitalized software development

costs, amortization is calculated using (1) the proportion of current year revenues to the total revenues expected to be recorded over the life of the title or (2) the straight-line method over the remaining estimated useful life of the title, whichever is greater. For capitalized licenses, amortization is calculated as a ratio of (1) current period revenues to the total revenues expected to be recorded over the remaining life of the title or (2) the contractual royalty rate based on actual net product sales as defined in the licensing agreement, whichever is greater.

We evaluate the future recoverability of capitalized software development costs and licenses on a quarterly basis. Recoverability is primarily assessed based on the actual title's performance. For products that are scheduled to be released in the future, recoverability is evaluated based on the expected performance of the specific products to which the cost or license relates. We utilize a number of criteria in evaluating expected product performance, including: historical performance of comparable products developed with comparable technology; market performance of comparable titles; orders for the product prior to its release; general market conditions; and, past performance of the franchise. When we determine that the value of the title is unlikely to be recovered by product sales, capitalized costs are charged to cost of goods sold in the period in which such determination is made.

We have profit and unit sales based internal royalty programs that allow selected employees to each participate in the success of software titles that they assist in developing. Royalties earned under this program are recorded as a component of cost of goods sold in the period earned.

### **Fixed Assets, net**

Office equipment, furniture and fixtures are depreciated using the straight-line method over their estimated useful life of five years. Computer equipment and software are generally depreciated using the straight-line method over three to five years. Leasehold improvements are amortized over the lesser of the term of the related lease or seven years. The cost of additions and betterments are capitalized, and repairs and maintenance costs are charged to operations, in the periods incurred. When depreciable assets are retired or sold, the cost and related allowances for depreciation are removed from the accounts and the gain or loss is recognized. The carrying amounts of these assets are recorded at historical cost.

### **Goodwill and Intangible Assets**

Goodwill is the excess of purchase price paid over identified intangible and tangible net assets of acquired companies. Intangible assets consist of trademarks, intellectual property, non-compete agreements, customer lists and acquired technology. Certain intangible assets acquired in a business combination are recognized as assets apart from goodwill.

We use either the income, cost or market approach to aid in our conclusions of such fair values and asset lives. The income approach presumes that the value of an asset can be estimated by the net economic benefit to be received over the life of the asset, discounted to present value. The cost approach presumes that an investor would pay no more for an asset than its replacement or reproduction cost. The market approach estimates value based on what other participants in the market have paid for reasonably similar assets. Although each valuation approach is considered in valuing the assets acquired, the approach ultimately selected is based on the characteristics of the asset and the availability of information.

We test our goodwill for impairment annually, at the beginning of August, or more frequently, if events and circumstances indicate the fair value of a reporting unit may be below its carrying amount. A reporting unit is defined as an operating segment or one level below an operating segment. We have determined that we operate in one reporting unit which is our operating segment. In the evaluation of goodwill for impairment, we have the option to first perform a qualitative assessment to determine if the fair value of its reporting unit is more likely than not (i.e., a likelihood of more than 50%) less than the carrying value before performing the two-step impairment test. If the carrying value exceeds the fair value, there is a potential impairment and step two must be performed. If the two-step impairment test is utilized to test

goodwill for impairment, step one compares the fair value of the reporting unit to its carrying value. In performing the quantitative assessment in step-one, we measure the fair value of the reporting unit using a combination of the income approach, which uses discounted cash flows, and the market approach, which uses market capitalization and comparable companies' data. Each step requires us to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates based on our weighted average cost of capital, future economic and market conditions and the determination of appropriate market comparables. Our estimates for market growth are based on historical data, various internal estimates and observable external sources when available, and are based on assumptions that are consistent with the plans and estimates we use to manage the underlying business. If the carrying value of the reporting unit exceeds its fair value, the goodwill of that reporting unit is potentially impaired and step two must be performed. Step two compares the carrying value of the reporting unit's goodwill to its implied fair value (i.e., fair value of reporting unit less the fair value of the unit's assets and liabilities, including identifiable intangible assets). If the implied fair value of goodwill is less than the carrying amount of goodwill, an impairment is recognized. Based on our annual impairment assessment process for goodwill, no impairments were recorded during the fiscal years ended March 31, 2016, 2015 or 2014.

### **Long-lived Assets**

We review all long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amount of an asset or asset group may not be recoverable. We compare the carrying amount of the asset to the estimated undiscounted future cash flows expected to result from the use of the asset. If the carrying amount of the asset exceeds estimated expected undiscounted future cash flows, we record an impairment charge for the difference between the carrying amount of the asset and its fair value. The estimated fair value is generally measured by discounting expected future cash flows using our incremental borrowing rate or fair value, if available. As of March 31, 2016 no indicators of impairment existed.

### **Derivatives and Hedging**

We transact business in various foreign currencies and have significant sales and purchase transactions denominated in foreign currencies, subjecting us to foreign currency exchange rate risk. From time to time, we carry out transactions involving foreign currency exchange derivative financial instruments. The transactions are designed to hedge our exposure in currency exchange rate movements. We recognize derivative instruments as either assets or liabilities on our Consolidated Balance Sheets and we measure those instruments at fair value. The changes in fair value of derivatives that are not designated as hedges are recognized currently in earnings as interest and other, net in our Consolidated Statements of Operations. If a derivative meets the definition of a cash flow hedge and is so designated, the effective portion of changes in the fair value of the derivative are recognized, as a component of other comprehensive (loss) income while the ineffective portion of the changes in fair value is recorded currently in earnings as interest and other, net in our Consolidated Statements of Operations. Amounts included in Accumulated other comprehensive (loss) income for cash flow hedges are reclassified into earnings in the same period that the hedged item is recognized in into cost of goods sold or research and development expenses, as appropriate.

### **Income Taxes**

We record a tax provision for the anticipated tax consequences of the reported results of operations. Our provision for income taxes is computed using the asset and liability method, under which deferred income taxes are recognized for differences between the financial statement and tax bases of assets and liabilities at currently enacted statutory tax rates for the years in which the differences are expected to reverse. The



effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment.

Valuation allowances are established when we determine that it is more likely than not that such deferred tax assets will not be realized. We do not record income tax expense related to foreign withholding taxes or United States income taxes which may become payable upon the repatriation of undistributed earnings of foreign subsidiaries, as such earnings are expected to be reinvested indefinitely outside of the United States.

We use estimates and assumptions to compute the provision for income taxes including allocations of certain transactions to different tax jurisdictions, amounts of permanent and temporary differences, the likelihood of deferred tax assets being recovered and the outcome of contingent tax risks. These estimates and assumptions are revised as new events occur, more experience is acquired and additional information is obtained. The effect of these revisions is recorded in income tax expense or benefit in the period in which they become known.

### **Revenue Recognition**

We recognize revenue on the sales of software products upon the transfer of title and risk of loss to our customers. Accordingly, we recognize revenue for software titles when there is (1) persuasive evidence that an arrangement with the customer exists, which is generally based on a customer purchase order, (2) the product is delivered, (3) the selling price is fixed or determinable and (4) collection of the customer receivable is deemed probable. Certain products are sold to customers with a street date (*i.e.*, the earliest date these products may be sold by retailers). For these products we recognize revenue on the later of the street date or the sale date. In addition, some of our software products are sold as full game digital downloads and digital add-on content for which the consumer takes possession of the digital content for a fee. Revenue from product downloads is generally recognized when the download is made available (assuming all other recognition criteria are met).

In providing credit terms to our customers, our payment arrangements typically provide net 30 and 60 day terms. Advances received for licensing and exclusivity arrangements are reported on our Consolidated Balance Sheets as deferred revenue until we meet our performance obligations, at which point we recognize the revenue.

For some of our software products, we enter into multiple element revenue arrangements in which we may provide a combination of full game software, online multi-player functionality, and related post-contract customer support ("PCS") which generally includes additional free unspecified add-on content updates, maintenance, and online support services. For these arrangements, we evaluate the significance of the PCS at the time each game is released based on the guidance in Accounting Standards Codification 985-605, "Software—Revenue Recognition" ("ASC 985-605") to determine if the PCS rises to the level of a separate deliverable. We monitor our initial assessments on an ongoing basis and consider any changes that may arise. In conjunction with our evaluation, we consider such factors as the significance of the development effort, the nature of online features, the extent of anticipated marketing focus on online features, the significance of the online features to the consumers' anticipated overall gameplay experience, and the significance and length of time of our post sale obligations to consumers. Determining whether PCS is significant for a particular game is subjective and requires management's judgment.

When a software arrangement includes multiple elements, the arrangement consideration is allocated to each revenue element based on its relative fair value, based on the vendor specific objective evidence ("VSOE") of fair value for each element. When VSOE of fair value does not exist for all of the elements in the arrangement, ASC 985-605 requires either the use of the residual method or the deferral of revenue until the earlier point at which VSOE of fair value exists for any undelivered element or until only one undelivered element remains. For arrangements that require the deferral of revenue, the cost of goods sold is deferred and recognized as the related net revenue is recognized. Deferred cost of goods sold includes

product costs and licenses. We do not have VSOE for our PCS obligations and in those arrangements where PCS obligations have been determined to be significant we recognize revenue from the sale of software products over the period we expect to offer the PCS to the consumer ("estimated service period"). We also do not have VSOE for our online multi-player functionality; however it is generally delivered at the same time with the full game software. Determining the estimated service period is subjective and requires management's judgment, therefore, the estimated service period may change in the future. The estimated service periods of our current games, with online functionality and related PCS, are generally twelve to thirty-six months.

When our software products provide insignificant PCS at no additional cost to the consumer, we recognize revenue when the four primary revenue recognition criteria described above have been met for all other deliverables in the arrangement and, in those situations, we estimate and accrue the future costs of providing those services. When software products provide PCS determined to be significant and as we are unable to establish VSOE for that deliverable, we defer all of the software-related revenues and the related cost of goods sold and recognize the software-related revenues and the related cost of goods sold ratably over the estimated service period of the title (assuming all other recognition criteria are met).

Certain of our games provide consumers with the option to purchase virtual currency to use in the game to acquire virtual goods. We currently recognize revenue from the sale of virtual currency, using the game-based model, ratably over the estimated remaining life of the game.

As part of our on-going assessment of estimated service periods during the three months ended March 31, 2016, we changed *Grand Theft Auto V's* estimated service period from 24 to 36 months. The change in estimate resulted in a decrease in net revenues of \$40,176 and income from operations of \$35,767 to our fiscal 2016 financial results. We expect this change in estimated service period to have a material impact to our fiscal 2017 and fiscal 2018 financial results.

Revenue is recognized after deducting estimated price protection, reserves for returns and other allowances. In circumstances when we do not have a reliable basis to estimate price protection, returns and other allowances or are unable to determine that collection of a receivable is probable, we defer the revenue until such time as we can reliably estimate any related returns and allowances and determine that collection of the receivable is probable.

### **Price protection and Allowances for Returns**

We grant price protection and accept returns in connection with our distribution arrangements with customers. Following reductions in the price of our products, we grant price protection to permit customers to take credits against amounts they owe us with respect to merchandise unsold by them. Our customers must satisfy certain conditions to entitle them to receive price protection or return products, including compliance with applicable payment terms and confirmation of field inventory levels.

Generally, our distribution arrangements with customers do not give them the right to return titles or to cancel firm orders. However, we occasionally accept returns from our customers for stock balancing and make accommodations to customers, which include credits and returns, when demand for specific titles falls below expectations.

We make estimates of future price protection and product returns related to current period product revenue. We estimate the amount of future price protection and returns for published titles based upon, among other factors, historical experience and performance of the titles in similar genres, historical performance of the hardware platform, customer inventory levels, analysis of sell-through rates, sales force and retail customer feedback, industry pricing, market conditions and changes in demand and acceptance of our products by consumers.

Significant management judgments and estimates must be made and used in connection with establishing price protection and the allowance for returns in any accounting period. We believe we can make reliable

estimates of price protection and returns. However, actual results may differ from initial estimates as a result of changes in circumstances, market conditions and assumptions. Adjustments to estimates are recorded in the period in which they become known.

#### **Consideration Given to Customers and Received from Vendors**

We have various marketing arrangements with retailers and distributors of our products that provide for cooperative advertising and market development funds, among others, which are generally based on single exchange transactions. Such amounts are accrued as a reduction to revenue at the later of: (1) the date at which the related revenue is recognized by us, or (2) the date at which the sales incentive is offered, except for cooperative advertising which is included in selling and marketing expense if there is a separate identifiable benefit and the benefit's fair value can be established.

We receive various incentives from our manufacturers, including up-front cash payments as well as rebates based on a cumulative level of purchases. Such amounts are generally accounted for as a reduction in the price of the manufacturer's product and included as a reduction of inventory or cost of goods sold, based on an agreed upon per unit rebate.

#### **Advertising**

We expense advertising costs as incurred. Advertising expense for the fiscal years ended March 31, 2016, 2015 and 2014 amounted to \$94,743, \$132,990 and \$153,732, respectively, and are included in "Selling and marketing expense" in our Consolidated Statements of Operations.

#### **(Loss) Earnings per Share ("EPS")**

Basic EPS is computed by dividing the net income (loss) applicable to common stockholders for the period by the weighted average number of shares of common stock outstanding during the same period. Diluted EPS is computed by dividing the net income (loss) applicable to common stockholders for the period by the weighted average number of shares of common stock and common stock equivalents outstanding.

Certain of our unvested restricted stock awards (including restricted stock units, time-based and market-based restricted stock awards) are considered participating securities since these securities have non-forfeitable rights to dividends or dividend equivalents during the contractual period of the award, and thus require the two-class method of computing EPS. The calculation of EPS for common stock under the two-class method excludes the income attributable to the participating securities from the numerator and excludes the dilutive effect of those awards from the denominator.

We define common stock equivalents as unexercised stock options, unvested restricted stock awards, common stock equivalents underlying the Convertible Notes (see Note 11) and warrants outstanding during the period. Common stock equivalents are measured using the treasury stock method, except for the Convertible Notes, which are assessed for their effect on diluted EPS using the more dilutive of the treasury stock method or the if-converted method. Under the provisions of the if-converted method, the Convertible Notes are assumed to be converted and included in the denominator of the EPS calculation and the interest expense, net of tax, recorded in connection with the Convertible Notes is added back to the numerator. However, potential common shares are not included in the denominator of the diluted earnings (loss) per share calculation when inclusion of such shares would be anti-dilutive, such as in a period in which a net loss is recorded.

## **Stock-based Compensation**

We account for stock-based awards under the fair value method of accounting. The fair value of all stock-based compensation is either capitalized and amortized in accordance with our software development cost accounting policy or recognized as expense on a straight-line basis over the full vesting period of the awards for time-based stock awards and on an accelerated attribution method for market-based and performance-based stock awards.

We estimate the fair value of time-based awards to employees using our closing stock price on the date of grant. We estimate the fair value of market-based awards using a Monte Carlo Simulation method which takes into account assumptions such as the expected volatility of our common stock, the risk-free interest rate based on the contractual term of the award, expected dividend yield, vesting schedule and the probability that the market conditions of the awards will be achieved.

We apply variable accounting to our non-employee stock-based awards, whereby we remeasure the value of such awards at each balance sheet date and adjust the value of the awards based on its fair value at the end of the reporting period. For non-employee time-based awards fair value is determined by the closing price of our common stock at the end of the reporting period. For non-employee market-based awards fair value is determined using a Monte Carlo Simulation method which takes into account assumptions such as the expected volatility of our common stock, the risk-free interest rate based on the contractual term of the award, expected dividend yield, vesting schedule and the probability that the market conditions of the awards will be achieved. For non-employee performance-based awards we do not record an expense until a performance target(s) have been achieved and once achieved fair value is determined by the closing price of our common stock at the end of the reporting period.

We issue time and performance based restricted stock units to certain employees, which currently can only be settled in cash. These awards are accounted for as liability awards and we apply variable accounting to these awards, whereby we remeasure the value of such awards at each balance sheet date and adjust the value of the awards based on the closing price of our common stock at the end of the reporting period. Changes in the value of the awards from period to period are recorded as stock-based compensation expense over the vesting period or capitalized as software development costs.

See Note 15 for a full discussion of our stock-based compensation arrangements.

## **Foreign Currency**

The functional currency for our foreign operations is primarily the applicable local currency. Accounts of foreign operations are translated into U.S. dollars using exchange rates for assets and liabilities at the balance sheet date and average prevailing exchange rates for the period for revenue and expense accounts. Adjustments resulting from translation are included in accumulated other comprehensive income (loss). Realized and unrealized transaction gains and losses are included in our Consolidated Statements of Operations in the period in which they occur.

## **Comprehensive (Loss) Income**

Comprehensive (loss) income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Accumulated other comprehensive (loss) income includes foreign currency translation adjustments, which relate to investments that are permanent in nature and therefore do not require tax adjustments, and the net of tax amounts for unrealized gains (losses), net on derivative instruments designated as cash flow hedges and available for sale securities.

## Recently Issued Accounting Pronouncements

### *Accounting for Stock Compensation*

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-09, Compensation—Stock Compensation. This new guidance identifies areas for simplification involving several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, an option to recognize gross stock compensation expense with actual forfeitures recognized as they occur, as well as certain classifications on the statement of cash flows. This update is effective for annual periods beginning after December 15, 2016 (April 1, 2017 for the Company) and interim periods within those annual periods. Early adoption is not permitted. We are currently evaluating the impact of adopting this update on our Consolidated Financial Statements.

### *Accounting for Leases*

In February 2016, the FASB issued ASU 2016-02, "Leases." This new guidance requires lessees to recognize a right-of-use asset and a lease liability for virtually all leases (other than leases that meet the definition of a short-term lease). The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Operating leases will result in straight-line expense (similar to current operating leases) while finance leases will result in a front-loaded expense pattern (similar to current capital leases). Classification will be based on criteria that are largely similar to those applied in current lease accounting. This update is effective for annual periods, and interim periods within those years, beginning after December 15, 2018 (April 1, 2019 for the Company). This new guidance must be adopted using a modified retrospective approach whereby, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. Early adoption is permitted. We are currently evaluating the impact of adopting this update on our Consolidated Financial Statements.

### *Classification of Deferred Taxes*

In November 2015, the FASB issued ASU 2015-17, "Balance Sheet Classification of Deferred Taxes" ("ASU 2015-17") This new guidance simplifies the balance sheet classification of deferred taxes by requiring all deferred taxes to be presented as noncurrent assets or liabilities. This update can be applied either retrospectively or prospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2016 (April 1, 2017 for the Company). Early adoption is permitted. We adopted ASU 2015-17 prospectively during the fourth quarter of fiscal 2016, therefore, prior periods have not been restated to conform to current presentation. The adoption of ASU 2015-17 resulted in a reclassification of net current deferred tax assets of \$32,537 from prepaid expenses and other to other long-term liabilities.

### *Presentation of Debt Issuance Costs*

In April 2015, the FASB issued ASU 2015-03, "Simplifying the Presentation of Debt Issuance Costs." This new guidance requires the presentation of debt issuance costs in the balance sheet as a deduction from the carrying amount of the related debt liability. This update will be applied retrospectively and is effective for annual periods, and interim periods within those years, beginning after December 15, 2015 (April 1, 2016 for the Company). Early adoption is permitted.

We adopted ASU 2015-03 during the third quarter of fiscal 2016. The adoption of ASU 2015-03 had no impact on our Consolidated Statement of Operations and Consolidated Statement of Cash Flows, and had the following impact to our previously reported March 31, 2015 Consolidated Balance Sheet:

	March 31, 2015		
	Originally Reported	As Adjusted	Effect of Change
Prepaid expenses and other	\$ 55,506	\$ 54,057	\$ (1,449)
Other assets	13,745	12,167	(1,578)
Long-term debt	476,057	473,030	(3,027)

### **Revenue from Contracts with Customers**

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), as a new Topic, Accounting Standards Codification Topic 606. The new revenue recognition standard provides a five-step analysis of transactions to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In March 2016, the FASB amended ASU 2014-09 by issuing ASU 2016-08, Revenue from Contracts with Customers: Principal versus Agent Considerations (Reporting Revenue Gross versus Net) which clarifies the implementation guidance on principal versus agent considerations included in ASU 2014-09. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customers. In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers: Identifying Performance Obligations and Licensing which clarifies the implementation guidance on licensing and identifying performance obligations. This guidance can be adopted retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. In July 2015, the FASB voted to defer the effective date by one year to annual and interim years beginning after December 15, 2017 (April 1, 2018 for the Company). Early adoption is permitted, but no earlier than the original effective date of annual and interim periods beginning after December 15, 2016 (April 1, 2017 for the Company). We are currently determining the implementation approach and evaluating the impact of adopting these updates on our Consolidated Financial Statements.

## **2. MANAGEMENT AGREEMENT**

In May 2011, we entered into an amended management services agreement, (the "2011 Management Agreement") with ZelnickMedia Corporation ("ZelnickMedia") pursuant to which ZelnickMedia provided us with certain management, consulting and executive level services. In March 2014, we entered into a new management agreement, (the "2014 Management Agreement"), with ZelnickMedia pursuant to which ZelnickMedia continues to provide financial and management consulting services to the Company through March 31, 2019. The 2014 Management Agreement became effective April 1, 2014 and supersedes and replaces the 2011 Management Agreement, except as otherwise contemplated by the 2014 Management Agreement. As part of the 2014 Management Agreement, Strauss Zelnick, the President of ZelnickMedia, continues to serve as Executive Chairman and Chief Executive Officer and Karl Slatoff, a partner of ZelnickMedia, continues to serve as President of the Company. The 2014 Management Agreement provides for an annual management fee of \$2,970 over the term of the agreement and a maximum annual bonus opportunity of \$4,752 over the term of the agreement, based on the Company achieving certain performance thresholds. In consideration for ZelnickMedia's services, we recorded consulting expense (a component of general and administrative expenses) of \$7,722, \$7,737 and \$6,365 for the fiscal years ended March 31, 2016, 2015 and 2014, respectively.

Pursuant to the 2011 Management Agreement and the 2014 Management Agreement, we also issued stock-based awards to ZelnickMedia. During the fiscal years ended March 31, 2016, 2015 and 2014, we

recorded \$26,652, \$24,449 and \$16,807, respectively, of stock-based compensation expense for non-employee awards, which is included in general and administrative expenses. See Note 15 for a discussion of such awards.

### 3. FAIR VALUE MEASUREMENTS

The carrying amounts of our financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities, approximate fair value because of their short maturities.

We follow a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of "observable inputs" and minimize the use of "unobservable inputs." The three levels of inputs used to measure fair value are as follows:

- Level 1—Quoted prices in active markets for identical assets or liabilities.
- Level 2—Observable inputs other than quoted prices included in Level 1, such as quoted prices for markets that are not active or other inputs that are observable or can be corroborated by observable market data.
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

The table below segregates all assets that are measured at fair value on a recurring basis (which is measured at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

	March 31, 2016	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Balance Sheet Classification
Money market funds	\$ 562,726	\$ 562,726	\$ —	\$ —	Cash and cash equivalents
Corporate bonds	205,250	—	205,250	—	Short-term investments
Bank-time deposits	265,570	265,570	—	—	Short-term investments
Foreign currency forward contracts	(137)	—	(137)	—	Accrued and other current liabilities
<b>Total recurring fair value measurements, net</b>	<b>\$ 1,033,409</b>	<b>\$ 828,296</b>	<b>\$ 205,113</b>	<b>\$ —</b>	

	March 31, 2015	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)	Balance Sheet Classification
Money market funds	\$ 544,334	\$ 544,334	\$ —	\$ —	Cash and cash equivalents
Bank-time deposits	79,852	79,852	—	—	Cash and cash equivalents
Corporate bonds	99,429	—	99,429	—	Short-term investments
Bank-time deposits	87,500	87,500	—	—	Short-term investments
Foreign currency forward contracts	587	—	587	—	Prepaid expenses and other
<b>Total recurring fair value measurements, net</b>	<b>\$ 811,702</b>	<b>\$ 711,686</b>	<b>\$ 100,016</b>	<b>\$ —</b>	

We did not have any transfers between Level 1 and Level 2 fair value measurements during the fiscal year ended March 31, 2016.

## Debt

As of March 31, 2016, the estimated fair value of our 1.75% Convertible Notes due 2016 (the "1.75% Convertible Notes") and our 1.00% Convertible Notes due 2018 (the "1.00% Convertible Notes" and together with the 1.75% Convertible Notes, the "Convertible Notes") was \$493,750 and \$515,286, respectively. The fair value was determined using Level 2 inputs, observable market data for the Convertible Notes and its embedded option feature. See Note 11 for additional information regarding our Convertible Notes.

### 4. SHORT-TERM INVESTMENTS

Our short-term investments consisted of the following as of March 31, 2016:

	March 31, 2016			
	Cost or Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Short-term investments				
Bank time deposits	\$ 265,570	\$ —	\$ —	\$ 265,570
Available-for-sale securities:				
Corporate bonds	205,166	131	(47)	205,250
<b>Total short-term investments</b>	<b>\$ 470,736</b>	<b>\$ 131</b>	<b>\$ (47)</b>	<b>\$ 470,820</b>

	March 31, 2015			
	Cost or Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
Short-term investments				
Bank time deposits	\$ 87,500	\$ —	\$ —	\$ 87,500
Available-for-sale securities:				
Corporate bonds	99,454	39	(64)	99,429
<b>Total short-term investments</b>	<b>\$ 186,954</b>	<b>\$ 39</b>	<b>\$ (64)</b>	<b>\$ 186,929</b>

Unrealized gains and losses of our available-for-sale securities are reported as a component of other comprehensive income (loss), net of tax, until the security is sold, the security has matured, or we determine that the fair value of the security has declined below its adjusted cost basis and the decline is other-than-temporary. We evaluate our investments for impairment quarterly. We consider various factors in the review of investments with an unrealized loss, including the credit quality of the issuer, the duration that the fair value has been less than the adjusted cost basis, the severity of the impairment, the reason for the decline in value and our intent to sell and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. Based on our review, we did not consider any of these investments to be other-than-temporarily impaired as of March 31, 2016 or 2015.

The following table summarizes the contracted maturities of our short-term investments at March 31, 2016:

	March 31, 2016	
	Amortized Cost	Fair Value
Short-term investments		
Due in 1 year or less	\$ 390,386	\$ 390,384
Due in 1-2 years	80,350	80,436
<b>Total short-term investments</b>	<b>\$ 470,736</b>	<b>\$ 470,820</b>



## 5. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Our risk management strategy includes the use of derivative financial instruments to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. We do not enter into derivative financial contracts for speculative or trading purposes. We classify cash flows from its derivative transactions as cash flows from operating activities in the consolidated statements of cash flow.

The following table shows the gross notional amounts of foreign currency forward contracts:

	March 31,	
	2016	2015
Forward contracts to sell foreign currencies	\$ 54,529	\$ 72,488
Forward contracts to purchase foreign currencies	\$ 2,409	4,097

For the fiscal years ended March 31, 2016, 2015 and 2014, we recorded gains of \$144 and \$18,548, and a loss of \$18,425, respectively, related to foreign currency forward contracts in interest and other, net on the Consolidated Statements of Operations. Our derivative contracts are foreign currency exchange forward contracts that are not designated as hedging instruments under hedge accounting and are used to reduce the impact of foreign currency on certain balance sheet exposures and certain revenue and expense. These instruments are generally short term in nature, with typical maturities of less than one year, and are subject to fluctuations in foreign exchange rates. As of March 31, 2016, amounts related to derivatives designated as cash flow hedges and recorded in accumulated other comprehensive (loss) income are immaterial.

## 6. INVENTORY

Inventory balances by category are as follows:

	March 31,	
	2016	2015
Finished products	\$ 14,321	\$ 17,229
Parts and supplies	1,567	2,822
Inventory	<u>\$ 15,888</u>	<u>\$ 20,051</u>

Estimated product returns included in inventory at March 31, 2016 and 2015 were \$527 and \$921, respectively.

## 7. SOFTWARE DEVELOPMENT COSTS AND LICENSES

Details of our capitalized software development costs and licenses are as follows:

	March 31,			
	2016		2015	
	Current	Non-current	Current	Non-current
Software development costs, internally developed	\$ 131,378	\$ 162,261	\$ 54,225	\$ 116,026
Software development costs, externally developed	46,888	45,703	102,713	8,303
Licenses	121	6,867	6,447	—
Software development costs and licenses	<u>\$ 178,387</u>	<u>\$ 214,831</u>	<u>\$ 163,385</u>	<u>\$ 124,329</u>

Software development costs and licenses as of March 31, 2016 and 2015 included \$343,450 and \$211,248, respectively, related to titles that have not been released.

Amortization and impairment of software development costs and licenses are as follows:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Amortization of software development costs and licenses	\$ 117,506	\$ 119,488	\$ 236,759
Impairment of software development costs and licenses	22,671	23,947	52,863
Less: Portion representing stock-based compensation	(5,705)	(9,982)	(24,089)
Amortization and impairment, net of stock-based compensation	<u>\$ 134,472</u>	<u>\$ 133,453</u>	<u>\$ 265,533</u>

## 8. FIXED ASSETS, NET

Fixed asset balances by category are as follows:

	March 31,	
	2016	2015
Computer equipment	\$ 74,684	\$ 73,675
Computer software	39,277	59,575
Leasehold improvements	47,773	35,535
Office equipment	6,344	7,002
Furniture and fixtures	8,051	7,073
	<u>176,129</u>	<u>182,860</u>
Less: accumulated depreciation	99,002	113,068
Fixed assets, net	<u>\$ 77,127</u>	<u>\$ 69,792</u>

Depreciation expense related to fixed assets for the fiscal years ended March 31, 2016, 2015 and 2014 was \$28,800, \$21,057 and \$13,203, respectively.

## 9. GOODWILL AND INTANGIBLE ASSETS, NET

The change in our goodwill balance is as follows:

	Total
<b>Balance at March 31, 2014</b>	<b>\$ 226,705</b>
Currency translation adjustment	(9,417)
<b>Balance at March 31, 2015</b>	<b>\$ 217,288</b>
Currency translation adjustment	(208)
<b>Balance at March 31, 2016</b>	<b>\$ 217,080</b>

The following table sets forth the intangible assets for Intellectual property, which is subject to amortization:

	March 31,					
	2016			2015		
	Gross Carrying Amount	Accumulated Amortization	Net Book Value	Gross Carrying Amount	Accumulated Amortization	Net Book Value
Intellectual property	\$ 26,859	\$ (22,250)	\$ 4,609	\$ 26,859	\$ (22,090)	\$ 4,769

Amortization of intangible assets is included in our Consolidated Statements of Operations as follows:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Cost of goods sold	\$ 160	\$ 344	\$ 3,558
Depreciation and amortization	—	—	156
<b>Total amortization of intangible assets</b>	<b>\$ 160</b>	<b>\$ 344</b>	<b>\$ 3,714</b>

Estimated future amortization of intangible assets that will be recorded in cost of goods sold and operating expenses for the years ending March 31, are as follows:

2017	\$ 4,036
2018	548
2019	25
<b>Total</b>	<b>\$ 4,609</b>

## 10. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of:

	March 31,	
	2016	2015
Software development royalties	\$ 414,492	\$ 307,953
Business reorganization (see Note 20)	66,323	—
Compensation and benefits	39,919	47,763
Licenses	31,825	23,974
Marketing and promotions	14,938	21,708
Other	39,982	43,340
<b>Accrued expenses and other current liabilities</b>	<b>\$ 607,479</b>	<b>\$ 444,738</b>

## 11. LONG-TERM DEBT

### *Credit Agreement*

In February 2016, we entered into a Fifth Amendment to our Credit Agreement. The Credit Agreement provides for borrowings of up to \$100,000 which may be increased by up to \$100,000 pursuant to the terms of the Credit Agreement, and is secured by substantially all of our assets and the equity of our subsidiaries. The Credit Agreement expires on August 18, 2019. Revolving loans under the Credit Agreement bear interest at our election of (a) 0.25% to 0.75% above a certain base rate (3.75% at March 31, 2016), or (b) 1.25% to 1.75% above the LIBOR Rate (approximately 1.68% at March 31, 2016), with the margin rate subject to the achievement of certain average liquidity levels. We are also required to pay a monthly fee on the unused available balance, ranging from 0.25% to 0.375% based on availability. We had no outstanding borrowings at March 31, 2016 and 2015.

Availability under the Credit Agreement is unrestricted when liquidity, as defined in the Credit Agreement, is at least \$300,000. When liquidity is below \$300,000 availability under the Credit Agreement is restricted by our United States and United Kingdom based accounts receivable and inventory balances. The Credit Agreement also allows for the issuance of letters of credit in an aggregate amount of up to \$5,000.

Information related to availability on our Credit Agreement is as follows:

	March 31,	
	2016	2015
Available borrowings	\$ 98,335	\$ 98,335
Outstanding letters of credit	1,664	1,664

We recorded interest expense and fees related to the Credit Agreement of \$438, \$518 and \$637, for the fiscal years ended March 31, 2016, 2015 and 2014, respectively. The Credit Agreement contains covenants that substantially limit us and our subsidiaries' ability to: create, incur, assume or be liable for indebtedness; dispose of assets outside the ordinary course of business; acquire, merge or consolidate with or into another person or entity; create, incur or allow any lien on any of their respective properties; make investments; or pay dividends or make distributions (each subject to certain limitations); or optionally prepay any indebtedness (subject to certain exceptions, including an exception permitting the redemption of the Company's unsecured convertible senior notes upon the meeting of certain minimum liquidity requirements). In addition, the Credit Agreement provides for certain events of default such as nonpayment of principal and interest, breaches of representations and warranties, noncompliance with covenants, acts of insolvency, default on indebtedness held by third parties and default on certain material contracts (subject to certain limitations and cure periods). The Credit Agreement also contains a requirement that we maintain an interest coverage ratio of more than one to one for the trailing twelve month period, if certain average liquidity levels fall below \$30,000. As of March 31, 2016, we were in compliance with all covenants and requirements outlined in the Credit Agreement.

#### **1.75% Convertible Notes Due 2016**

On November 16, 2011, we issued \$250,000 aggregate principal amount of 1.75% Convertible Notes due 2016. The issuance of the 1.75% Convertible Notes included \$30,000 related to the exercise of an over-allotment option by the underwriters. Interest on the 1.75% Convertible Notes is payable semi-annually in arrears on June 1<sup>st</sup> and December 1<sup>st</sup> of each year, commencing on June 1, 2012. The 1.75% Convertible Notes mature on December 1, 2016, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.75% Convertible Notes prior to maturity.

The 1.75% Convertible Notes are convertible at an initial conversion rate of 52.3745 shares of our common stock per \$1 principal amount of 1.75% Convertible Notes (representing an initial conversion price of approximately \$19.093 per share of common stock for a total of approximately 13,094,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.75% Convertible Notes at their option prior to the close of business on the business day immediately preceding June 1, 2016 only under the following circumstances: (1) during any fiscal quarter commencing after March 31, 2012, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per \$1 principal amount of 1.75% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after June 1, 2016 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.75% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.75% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per share for at least 20 trading days during the 30 consecutive trading days ended March 31, 2016. As of

April 1, 2016, the 1.75% Convertible Notes may be converted at the holder's option through the maturity date. Our current intent and ability, given our option, would be to settle the 1.75% Convertible Notes conversion in shares of our common stock. As such, we have continued to classify these 1.75% Convertible Notes as long-term debt.

Upon the occurrence of certain fundamental changes involving the Company, holders of the 1.75% Convertible Notes may require us to purchase all or a portion of their 1.75% Convertible Notes for cash at a price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest (including additional interest, if any) to, but excluding, the fundamental change purchase date.

The indenture governing the 1.75% Convertible Notes contains customary terms and covenants and events of default. If an event of default (as defined therein) occurs and is continuing, the Trustee by notice to the Company, or the holders of at least 25% in aggregate principal amount of the 1.75% Convertible Notes then outstanding by notice to the Company and the Trustee, may, and the Trustee at the request of such holders shall, declare 100% of the principal of and accrued and unpaid interest (including additional interest, if any) on all the 1.75% Convertible Notes to be due and payable. In the case of an event of default arising out of certain bankruptcy events, 100% of the principal of and accrued and unpaid interest (including additional interest, if any), on the 1.75% Convertible Notes will automatically become due and payable immediately. As of March 31, 2016, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.75% Convertible Notes.

The 1.75% Convertible Notes are senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the 1.75% Convertible Notes; equal in right of payment to our existing and future indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness incurred by our subsidiaries.

We separately account for the liability and equity components of the 1.75% Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate when interest expense is recognized in subsequent periods. We estimated the fair value of the 1.75% Convertible Notes to be \$197,373, as of the date of issuance of our 1.75% Convertible Notes, assuming a 6.9% non-convertible borrowing rate. The carrying amount of the equity component was determined to be \$52,627 by deducting the fair value of the liability component from the par value of the 1.75% Convertible Notes. The excess of the principal amount of the liability component over its carrying amount is amortized to interest and other, net over the term of the 1.75% Convertible Notes using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the \$6,875 of banking, legal and accounting fees related to the issuance of the 1.75% Convertible Notes, we allocated \$5,428 to the liability component and \$1,447 to the equity component. Debt issuance costs attributable to the liability component are being amortized to interest and other, net over the term of the 1.75% Convertible Notes, and issuance costs attributable to the equity component were netted with the equity component in additional paid-in capital.

As of March 31, 2016 and 2015, the if-converted value of our 1.75% Convertible Notes exceeded the principal amount of \$250,000 by \$243,251 and \$83,373, respectively.

The following table provides additional information related to our 1.75% Convertible Notes:

	March 31,	
	2016	2015
Additional paid-in capital	\$ 51,180	\$ 51,180
Principal amount of 1.75% Convertible Notes	\$ 250,000	\$ 250,000
Unamortized discount of the liability component	8,014	19,386
Carrying amount of debt issuance costs	657	1,662
<b>Net carrying amount of 1.75% Convertible Notes</b>	<b>\$ 241,329</b>	<b>\$ 228,952</b>

The following table provides the components of interest expense related to our 1.75% Convertible Notes:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Cash interest expense (coupon interest expense)	\$ 4,375	\$ 4,375	\$ 4,375
Non-cash amortization of discount on 1.75% Convertible Notes	11,372	10,639	9,954
Amortization of debt issuance costs	1,005	1,054	1,105
<b>Total interest expense related to 1.75% Convertible Notes</b>	<b>\$ 16,752</b>	<b>\$ 16,068</b>	<b>\$ 15,434</b>

### **1.00% Convertible Notes Due 2018**

On June 18, 2013, we issued \$250,000 aggregate principal amount of 1.00% Convertible Notes due 2018. The 1.00% Convertible Notes were issued at 98.5% of par value for proceeds of \$246,250. Interest on the 1.00% Convertible Notes is payable semi-annually in arrears on July 1<sup>st</sup> and January 1<sup>st</sup> of each year, commencing on January 1, 2014. The 1.00% Convertible Notes mature on July 1, 2018, unless earlier repurchased by the Company or converted. The Company does not have the right to redeem the 1.00% Convertible Notes prior to maturity. The Company also granted the underwriters a 30-day option to purchase up to an additional \$37,500 principal amount of 1.00% Convertible Notes to cover overallocments, if any. On July 17, 2013, the Company closed its public offering of \$37,500 principal amount of the Company's 1.00% Convertible Notes as a result of the underwriters exercising their overallocation option in full on July 12, 2013, bringing the total proceeds to \$283,188.

The 1.00% Convertible Notes are convertible at an initial conversion rate of 46.4727 shares of our common stock per \$1 principal amount of 1.00% Convertible Notes (representing an initial conversion price of approximately \$21.52 per share of common stock for a total of approximately 13,361,000 underlying conversion shares) subject to adjustment in certain circumstances. Holders may convert the 1.00% Convertible Notes at their option prior to the close of business on the business day immediately preceding January 1, 2018 only under the following circumstances: (1) during any fiscal quarter commencing after September 30, 2013, if the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any 10 consecutive trading day period (the "measurement period") in which the trading price per \$1 principal amount of 1.00% Convertible Notes for each day of that measurement period was less than 98% of the product of the last reported sale price of our common stock and the applicable conversion rate on each such day; or (3) upon the occurrence of specified corporate events. On and after January 1, 2018 until the close of business on the business day immediately preceding the maturity date, holders may convert their 1.00% Convertible Notes at any time, regardless of the foregoing circumstances. Upon conversion, the 1.00% Convertible Notes may be settled, at our election, in cash, shares of our common stock, or a combination of cash and shares of the Company's common stock. Our common stock price exceeded 130% of the applicable conversion price per

share for at least 20 trading days during the 30 consecutive trading days ended March 31, 2016. Accordingly, as of April 1, 2016, the 1.00% Convertible Notes may be converted at the holder's option through June 30, 2016. Our current intent and ability, given our option, would be to settle the 1.00% Convertible Notes conversion in shares of our common stock. As such, we have continued to classify these 1.00% Convertible Notes as long-term debt.

Upon the occurrence of certain fundamental changes involving the Company, holders of the 1.00% Convertible Notes may require us to purchase all or a portion of their 1.00% Convertible Notes for cash at a price equal to 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest (including additional interest, if any) to, but excluding, the fundamental change purchase date.

The indenture governing the 1.00% Convertible Notes contains customary terms and covenants and events of default. If an event of default (as defined therein) occurs and is continuing, the Trustee by notice to the Company, or the holders of at least 25% in aggregate principal amount of the 1.00% Convertible Notes then outstanding by notice to the Company and the Trustee, may, and the Trustee at the request of such holders shall, declare 100% of the principal of and accrued and unpaid interest (including additional interest, if any) on all the 1.00% Convertible Notes to be due and payable. In the case of an event of default arising out of certain bankruptcy events, 100% of the principal of and accrued and unpaid interest (including additional interest, if any), on the 1.00% Convertible Notes will automatically become due and payable immediately. As of March 31, 2016, we were in compliance with all covenants and requirements outlined in the indenture governing the 1.00% Convertible Notes.

The 1.00% Convertible Notes are senior unsecured obligations and rank senior in right of payment to our existing and future indebtedness that is expressly subordinated in right of payment to the 1.00% Convertible Notes; equal in right of payment to our existing and future indebtedness that is not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all existing and future indebtedness incurred by our subsidiaries.

We separately account for the liability and equity components of the 1.00% Convertible Notes in a manner that reflects the Company's nonconvertible debt borrowing rate. We estimated the fair value of the 1.00% Convertible Notes to be \$225,567 upon issuance of our 1.00% Convertible Notes, assuming a 6.15% non-convertible borrowing rate. The carrying amount of the equity component was determined to be approximately \$57,621 by deducting the fair value of the liability component from the net proceeds of the 1.00% Convertible Notes. The excess of the principal amount of the liability component over its carrying amount is amortized to interest and other, net over the term of the 1.00% Convertible Notes using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. In accounting for the \$2,815 of banking, legal and accounting fees related to the issuance of the 1.00% Convertible Notes, we allocated \$2,209 to the liability component and \$606 to the equity component. Debt issuance costs attributable to the liability component are being amortized to interest and other, net over the term of the 1.00% Convertible Notes, and issuance costs attributable to the equity component were netted with the equity component in additional paid-in capital.

As of March 31, 2016 and 2015, the if-converted value of our 1.00% Convertible Notes exceeded the principal amount of \$287,500 by \$215,809 and \$52,671, respectively.

The following table provides additional information related to our 1.00% Convertible Notes:

	March 31,	
	2016	2015
Additional paid-in capital	\$ 35,784	\$ 35,784
Principal amount of 1.00% Convertible Notes	\$ 287,500	\$ 287,500
Unamortized discount of the liability component	29,972	42,057
Carrying amount of debt issuance costs	922	1,365
<b>Net carrying amount of 1.00% Convertible Notes</b>	<b>\$ 256,606</b>	<b>\$ 244,078</b>

The following table provides the components of interest expense related to our 1.00% Convertible Notes:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Cash interest expense (coupon interest expense)	\$ 2,875	\$ 2,875	\$ 2,259
Non-cash amortization of discount on 1.00% Convertible Notes	12,085	11,387	8,489
Amortization of debt issuance costs	443	466	378
<b>Total interest expense related to 1.00% Convertible Notes</b>	<b>\$ 15,403</b>	<b>\$ 14,728</b>	<b>\$ 11,126</b>

## 12. (LOSS) EARNINGS PER SHARE ("EPS")

The following table sets forth the computation of basic and diluted EPS (shares in thousands):

	Fiscal Year Ended March 31,		
	2016	2015	2014
<b>Computation of Basic (loss) earnings per share:</b>			
Net (loss) income	\$ (8,302)	\$ (279,470)	\$ 361,605
Less: net income allocated to participating securities	—	—	(41,065)
<b>Net (loss) income for basic (loss) earnings per share calculation</b>	<b>\$ (8,302)</b>	<b>\$ (279,470)</b>	<b>\$ 320,540</b>
Total weighted average shares outstanding—basic	83,417	80,367	95,347
Less: weighted average participating shares outstanding	—	—	(10,828)
<b>Weighted average common shares outstanding—basic</b>	<b>83,417</b>	<b>80,367</b>	<b>84,519</b>
<b>Basic (loss) earnings per share</b>	<b>\$ (0.10)</b>	<b>\$ (3.48)</b>	<b>\$ 3.79</b>
<b>Computation of Diluted (loss) earnings per share:</b>			
Net (loss) income	\$ (8,302)	\$ (279,470)	\$ 361,605
Less: net income allocated to participating securities	—	—	(31,397)
Add: interest expense, net of tax, on Convertible Notes	—	—	33,718
<b>Net (loss) income for diluted (loss) earnings per share calculation</b>	<b>\$ (8,302)</b>	<b>\$ (279,470)</b>	<b>\$ 363,926</b>
Weighted average common shares outstanding—basic	83,417	80,367	84,519
Add: dilutive effect of common stock equivalents	—	—	29,363
<b>Weighted average common shares outstanding—diluted</b>	<b>83,417</b>	<b>80,367</b>	<b>113,882</b>
<b>Diluted (loss) earnings per share</b>	<b>\$ (0.10)</b>	<b>\$ (3.48)</b>	<b>\$ 3.20</b>

The calculation of EPS for common stock under the two-class method shown above for the fiscal year ended March 31, 2014 excludes income attributable to the participating securities from the numerator and excludes the dilutive effect of those awards from the denominator.



We incurred a net loss for the fiscal year ended March 31, 2016 and 2015; therefore, the basic and diluted weighted average shares outstanding exclude the effect of unvested share-based awards that are considered participating securities and all common stock equivalents because their effect would be antidilutive. For the fiscal year ended March 31, 2016 and 2015 we had 6,405,000 and 6,061,000, respectively, of unvested share-based awards which are excluded due to the net loss for the periods.

### 13. COMMITMENTS AND CONTINGENCIES

A summary of annual minimum contractual obligations and commitments as of March 31, 2016 is as follows:

<b>Fiscal Year Ending March 31,</b>	<b>Software Development and Licensing</b>	<b>Marketing</b>	<b>Operating Leases</b>	<b>Purchase Obligations</b>	<b>Convertible Notes Interest</b>	<b>Convertible Notes</b>	<b>Total</b>
2017	\$ 106,340	\$ 9,490	\$ 20,272	\$ 18,631	\$ 7,250	\$ 250,000	\$ 411,983
2018	67,278	6,520	19,719	7,584	2,875	—	103,976
2019	57,893	46,460	20,006	1,681	1,438	287,500	414,978
2020	22,387	12,650	15,751	—	—	—	50,788
2021	14,982	3,250	14,192	—	—	—	32,424
Thereafter	15,000	6,500	38,698	—	—	—	60,198
<b>Total</b>	<b>\$ 283,880</b>	<b>\$ 84,870</b>	<b>\$ 128,638</b>	<b>\$ 27,896</b>	<b>\$ 11,563</b>	<b>\$ 537,500</b>	<b>\$ 1,074,347</b>

*Software Development and Licensing Agreements:* We make payments to third-party software developers that include contractual payments to developers under several software development agreements that expire at various times through January 2022. Our aggregate outstanding software development commitments assume satisfactory performance by third-party software developers. We also have licensing commitments that primarily consist of obligations to holders of intellectual property rights for use of their trademarks, copyrights, technology or other intellectual property rights in the development of our products.

*Marketing Agreements:* We have certain minimum marketing support commitments where we commit to spend specified amounts related to marketing our products. Marketing commitments expire at various times through December 2022 and primarily reflect our agreements with major sports leagues and players' associations.

*Operating Leases:* Our offices are occupied under non-cancelable operating leases expiring at various times through June 2024. We also lease certain furniture, equipment and automobiles under non-cancelable leases expiring through March 2020. Some of the leases have fixed rent increases and also include inducements to enter into the lease. The effect of such amounts are deferred and recognized on a straight-line basis over the related lease term. Rent expense amounted to \$18,032, \$18,120 and \$15,574 for the fiscal years ended March 31, 2016, 2015 and 2014, respectively.

*Purchase obligations:* These obligations are primarily related to agreements to purchase services that are enforceable and legally binding on the Company that specifies all significant terms, including fixed, minimum or variable pricing provisions; and the approximate timing of the transactions, expiring at various times through January 2019.

*Employee Savings Plans:* For our United States employees we maintain a 401(k) retirement savings plan and trust. Our 401(k) plan is offered to all eligible employees and participants may make voluntary contributions. We also have various pension plans for our non-U.S. employees, some of which are required by local laws, and allow or require Company contributions. Employer contributions under all defined contribution and pension plans during the fiscal years ended March 31, 2016, 2015 and 2014 were \$8,348, \$8,554 and \$7,476, respectively.

*Legal and Other Proceedings:* We are, or may become, subject to demands and claims (including intellectual property claims) and are involved in routine litigation in the ordinary course of business which we do not believe to be material to our business or financial statements. We have appropriately accrued amounts related to certain of these claims and legal and other proceedings. While it is reasonably possible that a loss may be incurred in excess of the amounts accrued in our financial statements, we believe that such losses, unless otherwise disclosed, would not be material.

On April 11, 2016, we filed a declaratory judgment action in the United States District Court for the Southern District of New York seeking, among other things, a judicial declaration that Leslie Benzies, the former president of one of our subsidiaries with whom we had been in ongoing discussions regarding his separation of employment, is not entitled to any minimum allocation or financial parity with any other person under the applicable royalty plan. We believe we will prevail in this matter, although there can be no assurance of the outcome. On April 12, 2016, Mr. Benzies filed a complaint in the Supreme Court of the State of New York, New York County against us, and certain of our subsidiaries and employees. We removed this case to the United States District Court for the Southern District of New York, where our declaratory judgment action is pending. Mr. Benzies' complaint claims damages of at least \$150,000 and contains allegations of breach of fiduciary duty; fraudulent inducement and fraudulent concealment; aiding and abetting breach of fiduciary duty; breach of various contracts; breach of implied duty of good faith and fair dealing; tortious interference with contract; unjust enrichment; reformation; constructive trust; declaration of rights; constructive discharge; defamation and fraud. While we believe that we have meritorious defenses to these claims, and we intend to vigorously defend against them and to pursue any counterclaims, we have accrued what we believe is an adequate reserve for this matter, which amounts are included in Business reorganization in our Consolidated Statement of Operations (see Note 20) and we do not believe that the ultimate outcome of such litigation, even if in excess of our current reserve, will have a material adverse effect on our business, financial condition or results of operations.

#### 14. INCOME TAXES

Components of (loss) income from continuing operations before income taxes are as follows:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Domestic	\$ (94,174)	\$ (126,582)	\$ 197,992
Foreign	55,824	(146,298)	178,158
<u>(Loss) income from continuing operations before income taxes</u>	<u>\$ (38,350)</u>	<u>\$ (272,880)</u>	<u>\$ 376,150</u>

(Benefit from) provision for current and deferred income taxes consists of the following:

	Fiscal Year Ended March 31,		
	2016	2015	2014
<b>Current:</b>			
U.S. federal	\$ 792	\$ 2,773	\$ 16,340
U.S. state and local	938	(1,406)	4,527
Foreign	(31,508)	2,944	12,628
<b>Total current income taxes</b>	<b>(29,778)</b>	<b>4,311</b>	<b>33,495</b>
<b>Deferred:</b>			
U.S. federal	1,211	1,575	(14,216)
U.S. state and local	(231)	72	(3,462)
Foreign	(1,250)	632	(1,358)
<b>Total deferred income taxes</b>	<b>(270)</b>	<b>2,279</b>	<b>(19,036)</b>
<b>(Benefit from) provision for income taxes</b>	<b>\$ (30,048)</b>	<b>\$ 6,590</b>	<b>\$ 14,459</b>

A reconciliation of our effective tax rate to the U.S. statutory federal income tax rate is as follows:

	Fiscal Year Ended March 31,		
	2016	2015	2014
U.S. federal statutory rate	35.0%	35.0%	35.0%
Foreign tax rate differential	25.8%	(12.1)%	(10.4)%
Tax amortization of goodwill	(3.2)%	(0.6)%	0.5%
Foreign earnings	(3.3)%	(1.5)%	2.0%
State and local taxes, net of U.S. federal benefit	0.9%	0.9%	0.3%
Tax credit <sup>(1)</sup>	98.7%	—	—
Valuation allowance—domestic	(77.8)%	(16.8)%	(19.8)%
Valuation allowance—foreign	10.4%	(5.1)%	(5.1)%
Change in reserves	(7.0)%	(1.6)%	(0.7)%
Other	(1.1)%	(0.6)%	2.0%
<b>Effective tax rate</b>	<b>78.4%</b>	<b>(2.4)%</b>	<b>3.8%</b>

- (1) Income tax benefit of \$37,838 was recorded for the fiscal year ended March 31, 2016 attributable to the Company becoming eligible to claim certain tax deductions on applicable video games in the United Kingdom, relating to a prior period, which was recognized during fiscal 2016.

The effects of temporary differences that gave rise to our deferred tax assets and liabilities were as follows:

	March 31,	
	2016	2015
<b>Deferred tax assets:</b>		
Accrued compensation expense	\$ 101,337	\$ 52,051
Deferred revenue	33,254	5,011
Domestic net operating loss carryforward	28,811	70,159
Tax credit carryforward	76,565	60,278
Foreign net operating loss carryforwards	16,910	22,390
Business reorganization	24,143	72
Sales returns and allowances (including bad debt)	2,257	8,670
Deferred rent	5,359	4,692
Other	2,443	830
<b>Total deferred tax assets</b>	<b>291,079</b>	<b>224,153</b>
Less: Valuation allowance	(170,574)	(133,468)
<b>Net deferred tax assets</b>	<b>120,505</b>	<b>90,685</b>
<b>Deferred tax liabilities:</b>		
Capitalized software and depreciation	(104,294)	(69,298)
Convertible debt	(12,716)	(21,391)
Intangible amortization	(8,306)	(4,356)
Other	—	(703)
<b>Total deferred tax liabilities</b>	<b>(125,316)</b>	<b>(95,748)</b>
<b>Net deferred tax liability<sup>(a)</sup></b>	<b>(4,811)</b>	<b>(5,063)</b>

(a) As of March 31, 2016 and 2015, \$4,811 and \$18,125, respectively, is included in other long-term liabilities and as of March 31, 2015, \$13,062 is included in prepaid expenses and other current assets.

The valuation allowance is primarily attributable to deferred tax assets for which no benefit is provided due to uncertainty with respect to their realization. The net deferred tax liability is primarily the result of deferred tax liabilities related to goodwill, which cannot be used to offset deferred tax assets.

At March 31, 2016, we had domestic net operating loss carryforwards totaling \$28,811 of which \$14 will expire in 2019, \$1,195 will expire in 2020, \$2,332 will expire from 2021 to 2027 and \$25,270 will expire from 2029 to 2036. In addition, we had foreign net operating loss carryforwards of \$16,910, of which \$2,999 will expire in 2020, \$11,854 will expire in 2022 and the remainder may be carried forward indefinitely.

The total amount of undistributed earnings of foreign subsidiaries was approximately \$197,300 at March 31, 2016 and \$156,000 at March 31, 2015. It is our intention to reinvest undistributed earnings of our foreign subsidiaries and thereby indefinitely postpone their remittance. Accordingly, no provision has been made for foreign withholding taxes or U.S. income taxes which may become payable if undistributed earnings of foreign subsidiaries are repatriated. It is not practicable to estimate the tax liability that would arise if these earnings were remitted.

We are regularly audited by domestic and foreign taxing authorities. Audits may result in tax assessments in excess of amounts claimed and the payment of additional taxes. We believe that our tax return positions comply with applicable tax law and that we have adequately provided for reasonably foreseeable assessments of additional taxes. Additionally, we believe that any assessments in excess of the amounts provided for will not have a material adverse effect on the Consolidated Financial Statements.

As of March 31, 2016 and March 31, 2015, we had gross unrecognized tax benefits, including interest and penalties, of \$56,012 and \$42,706, of which \$41,285 and \$29,153, respectively, would affect our effective tax rate if realized.

The aggregate changes to the liability for gross uncertain tax positions, excluding interest and penalties, were as follows:

	<u>Fiscal Year Ended March 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Balance, beginning of period	\$ 40,591	\$ 23,536	\$ 20,400
Additions:			
Current year tax positions	12,208	8,297	5,069
Prior year tax positions	—	9,040	2,008
Reduction of prior year tax positions	—	(256)	(3,219)
Lapse of statute of limitations	—	(26)	(667)
Other, net	—	—	(55)
<b>Balance, end of period</b>	<b>\$ 52,799</b>	<b>\$ 40,591</b>	<b>\$ 23,536</b>

We recognize interest and penalties related to uncertain tax positions in the provision for income taxes in our Consolidated Statements of Operations. For the fiscal years ended March 31, 2016, 2015 and 2014, we recognized an increase in interest and penalties of \$1,098, \$771 and \$32, respectively. The gross amount of interest and penalties accrued as of March 31, 2016 and March 31, 2015 was \$ 3,213 and \$2,115, respectively.

We are generally no longer subject to audit for U.S. federal income tax returns for periods prior to our fiscal year ended March 31, 2012 and state income tax returns for periods prior to the fiscal year ended March 31, 2011. With few exceptions, we are no longer subject to income tax examinations in non-U.S. jurisdictions for years prior to our fiscal year ended March 31, 2011. The statute relating to the fiscal year ended October 31, 2010 has expired. Certain U.S. state taxing authorities are currently examining our income tax returns for fiscal years ended March 31, 2011 through March 31, 2013. The determination as to further adjustments to our gross unrecognized tax benefits during the next 12 months is not practicable.

We believe that we have provided for any reasonably foreseeable outcomes related to our tax audits and that any settlement will not have a material adverse effect on our consolidated financial statements. However, there can be no assurances as to the possible outcomes.

## 15. STOCK-BASED COMPENSATION

Our stock-based compensation plans are broad-based long-term retention programs intended to attract and retain talented employees and align stockholder and employee interests. For similar reasons, we also granted non-employee equity awards, which are subject to variable accounting, to ZelnickMedia in connection with their contract to provide executive management services to us. In April 2009, our stockholders approved our 2009 Stock Incentive Plan (the "2009 Plan"). The aggregate number of shares issuable under the 2009 Plan is 27,209,000 and as of March 31, 2016, there were approximately 1,722,000 shares available for issuance. The 2009 Plan is administered by the Compensation Committee of the Board of Directors and allows for awards of restricted stock and other stock-based awards of our common stock to employees and non-employees. Subject to the provisions of the plans, the Board of Directors or any Committee appointed by the Board of Directors, has the authority to determine the individuals to whom the equity awards are to be granted, the number of shares to be covered by each equity award, the vesting period, restrictions, if any, on the equity award and the terms and conditions of the equity award.

Under our unvested restricted stock awards we issue shares to employees on the date the restricted stock awards are granted and therefore shares granted have voting rights, participate in dividends and are

considered issued and outstanding. Shares issued for any restricted stock awards that are forfeited prior to vesting are canceled and no longer outstanding. Upon the vesting of certain restricted stock awards employees have the option to have the Company withhold shares to satisfy the employee's federal and state tax withholding requirements.

The following table summarizes stock-based compensation expense included in our Consolidated Statements of Operations:

	Fiscal Year Ended March 31,		
	2016	2015	2014
Cost of goods sold	\$ 15,323	\$ 17,121	\$ 30,124
Selling and marketing	9,425	8,798	10,136
General and administrative	40,322	33,636	28,991
Research and development	4,926	5,691	8,867
Stock-based compensation expense	<u>\$ 69,996</u>	<u>\$ 65,246</u>	<u>\$ 78,118</u>
Capitalized stock-based compensation expense	<u>\$ 30,367</u>	<u>\$ 17,423</u>	<u>\$ 26,156</u>

### Restricted Stock Awards

Restricted stock awards granted to employees under our stock-based compensation plans generally vest annually over 3 years from the date of grant. Certain restricted stock awards granted to key officers, senior-level employees, and key employees vest based on market conditions, primarily related to the performance of the price of our common stock.

Pursuant to the 2011 Management Agreement, we granted 1,100,000 shares of restricted stock to ZelnickMedia that vested annually through May 15, 2015 and 1,650,000 shares of market-based restricted stock that were eligible to vest through May 15, 2015, based on the Company's Total Shareholder Return (as defined in the relevant grant agreements) relative to the Total Shareholder Return of the companies that constitute the NASDAQ Composite Index measured annually on a cumulative basis. To earn all of the shares of market-based restricted stock, the Company must perform at the 75th percentile, or top quartile, of the NASDAQ Composite Index. None of the shares of restricted stock grant pursuant to the 2011 Management Agreement remained unvested as of March 31, 2016 and 1,133,000 shares of restricted stock remained unvested as of March 31, 2015. During the fiscal year ended March 31, 2016, 1,108,250 shares of restricted stock vested and 24,750 shares of restricted stock were forfeited related to the 2011 Management Agreement.

In connection with the 2014 Management Agreement, we granted 525,591 and 619,490 restricted stock units to ZelnickMedia on May 20, 2015 and April 1, 2014, respectively, as follows:

	Fiscal Year Ended March 31,	
	2016	2015
Time-based	151,575	178,654
Market-based <sup>(1)</sup>	280,512	330,628
Performance-based <sup>(1)</sup>		
New IP	46,752	55,104
Major IP	46,752	55,104
Total-Performance-based	<u>93,504</u>	<u>110,208</u>
Total Restricted Stock Units	<u>525,591</u>	<u>619,490</u>

(1) Represents the maximum number of shares eligible to vest.

Time-based restricted stock units granted on April 1, 2014 will vest on May 20, 2016 and those granted on May 20, 2015 will vest on April 1, 2017, in each case provided that the 2014 Management Agreement has not been terminated prior to such vesting date.

Market-based restricted stock units granted on April 1, 2014 are eligible to vest on May 20, 2016 and those granted on May 20, 2015 are eligible to vest on April 1, 2017, in each case provided that the 2014 Management Agreement has not been terminated prior to such vesting date. Market-based restricted stock units are eligible to vest based on the Company's Total Shareholder Return (as defined in the relevant grant agreement) relative to the Total Shareholder Return (as defined in the relevant grant agreement) of the companies that constitute the NASDAQ Composite Index as of the grant date measured over a two-year period. To earn the target number of market-based restricted stock units (which represents 50% of the number of the market-based restricted stock units set forth in the table above), the Company must perform at the 50th percentile, with the maximum number of market-based restricted stock units earned if the Company performs at the 75th percentile. Each reporting period, we re-measure the fair value of the unvested shares of market-based restricted stock units granted to ZelnickMedia.

Performance-based restricted stock units granted on April 1, 2014 are eligible to vest on May 20, 2016 and those granted on May 20, 2015 are eligible to vest on April 1, 2017, in each case provided that the 2014 Management Agreement has not been terminated prior to such vesting date. Performance-based restricted stock units, of which 50% are tied to "New IP" and 50% to "Major IP" (as defined in the relevant grant agreement), are eligible to vest based on the Company's achievement of certain performance metrics (as defined in the relevant grant agreement) of individual product releases of "New IP" or "Major IP" measured over a two-year period. The target number of performance-based restricted stock units that may be earned pursuant to these grants is equal to 50% of the grant amounts set forth in the above table (which represents the maximum number of performance-based restricted stock units that may be earned). Each reporting period, we assess the performance metric and upon achievement of certain thresholds record an expense for the unvested portion of the shares of performance-based restricted stock units. Certain performance metrics, based on unit sales, have been achieved as of March 31, 2016 and 2015 for the "New IP" and "Major IP" performance-based restricted stock units granted on April 1, 2014 and May 20, 2015.

The unvested portion of time-based, market-based and performance-based restricted units granted pursuant to the 2014 Management Agreement as of March 31, 2016 and 2015 was 1,145,081 and 619,490, respectively.

The following table summarizes the weighted-average assumptions used in the Monte Carlo Simulation method:

	Fiscal Year Ended March 31,					
	2016		2015		2014	
	Employee Market-Based	Non-Employee Market-Based	Employee Market-Based	Non-Employee Market-Based	Employee Market-Based	Non-Employee Market-Based
Risk-free interest rate	0.6%	0.4%	0.4%	0.1%	0.6%	0.2%
Expected stock price volatility	33.9%	32.2%	31.9%	33.7%	39.1%	36.5%
Expected service period (years)	1.9	1.1	2.0	3.7	2.0	3.4
Dividends	None	None	None	None	None	None

The estimated value of market-based restricted stock awards granted to employees during the fiscal years ended March 31, 2016, 2015 and 2014 was \$43.66, \$36.56 and \$15.73 per share, respectively. For the fiscal years ended March 31, 2016, 2015 and 2014, the estimated value of the market-based restricted stock awards granted to ZelnickMedia was \$58.45, \$24.21 and \$11.83 per share, respectively.

The following table summarizes the activity in non-vested restricted stock awards to employees and ZelnickMedia under our stock-based compensation plans with performance and market based restricted stock awards presented at 100% of target number of shares that may potentially vest:

	Shares (in thousands)	Weighted Average Fair Value on Grant Date
Non-vested restricted stock at March 31, 2015	8,995	\$ 17.52
<b>Granted</b>	2,313	33.47
<b>Vested</b>	(4,191)	15.30
<b>Forfeited</b>	(712)	19.44
<b>Non-vested restricted stock at March 31, 2016</b>	<b>6,405</b>	<b>\$ 24.74</b>

The maximum number of common shares that could vest is 293,521 for performance-based and market-based restricted stock awards granted during the current year. As of March 31, 2016, the maximum number of shares that could vest is 657,773 for performance-based and market-based restricted stock units outstanding.

As of March 31, 2016, the total future unrecognized compensation cost, net of estimated forfeitures, related to outstanding unvested restricted stock was \$101,124 and will be recognized as compensation expense on a straight-line basis over a weighted-average period of approximately 1 year, or capitalized as software development costs.

#### Liability Awards

During the fiscal year ended March 31, 2016, we issued 5,500,000 of time and performance based restricted stock units, to certain employees, which currently can only be settled in cash and are therefore treated as liability awards. The awards are expected to vest between September 2018 and June 2021. As of March 31, 2016, the total future unrecognized compensation cost, based on the March 31, 2016 closing stock price, is estimated to be \$199,759 and will be recognized as compensation expense on a straight-line basis over a weighted-average period of approximately 4.9 years, or capitalized as software development costs.

#### 16. SHARE REPURCHASE PROGRAM

In January 2013, our Board of Directors authorized the repurchase of up to 7,500,000 shares of our common stock. In May 2015, our Board of Directors authorized the repurchase of an additional 6,717,683 shares of our common stock pursuant to the share repurchase program. During the fiscal year ended March 31, 2016 we repurchased 953,647 shares of our common stock in the open market for \$26,552, including commissions of \$10, as part of the program. We did not repurchase any shares of our common stock during the fiscal year ended March 31, 2015. During the fiscal year ended March 31, 2014, we repurchased 4,217,683 shares of our common stock in the open market for \$73,325, including commissions of \$42, as part of the program. As of March 31, 2016, we have repurchased a total of 5,171,330 shares of our common stock and have 9,046,353 shares of our common stock that remain available for repurchase under our share repurchase authorization. We are authorized to purchase shares from time to time through a variety of methods, including in the open market or through privately negotiated transactions, in accordance with applicable securities laws. Repurchases are subject to the availability of stock, prevailing market conditions, the trading price of the stock, our financial performance and other conditions. The program may be suspended or discontinued at any time for any reason.

All of the repurchased shares are classified as treasury stock in our Consolidated Balance Sheets.



## 17. SEGMENT AND GEOGRAPHIC INFORMATION

We are a publisher of interactive software games designed for console systems and personal computers, including smart phones and tablets, which are delivered through physical retail, digital download, online platforms and cloud streaming services. Our business consists of our Rockstar Games and 2K labels, which represent a single operating segment, the "publishing segment". Our operations involve similar products and customers worldwide. Revenue earned from our publishing segment is primarily derived from the sale of internally developed software titles and software titles developed by third-parties. Our publishing segment is based upon our internal organizational structure, the manner in which our operations are managed and the criteria used by our Chief Executive Officer, our Chief Operating Decision Maker ("CODM"), to evaluate performance and allocate resources. We are centrally managed and the CODM primarily uses segment operating income supplemented by sales information by product category, major product title and platform to make operational decisions and assess financial performance. We include the change in deferred revenue to GAAP revenue to arrive at Segment Revenue. Segment Revenue is a key metric that we use to manage our business as it reflects the sales activity in a given period and provides a more timely indication of trends in our business, provides comparability with the way our business is measured by analysts, and provides consistency with industry data sources. Furthermore, Segment Revenue incorporates the change in deferred revenue that is reflected in the calculation of Segment operating income. Segment operating income differs from consolidated operating income due to the exclusion of the deferral of net revenues and associated costs related to sales generated from certain titles for which we have or expect to provide PCS deemed to be significant (see Note 1) and virtual currency transactions, stock-based compensation expenses, and business reorganization and other expenses that may not be indicative of the Company's core business, operating results or future outlook. Our CODM reviews assets on a consolidated basis and not on a segment basis. The following table summarizes the financial performance of our operating segment revenue and operating income (loss) and provides reconciliations to our consolidated net revenue and operating (loss) income:

	Fiscal Year Ended March 31,					
	2016	2015	2014	2016	2015	2014
	<b>Net Revenue</b>			<b>Operating (loss) income</b>		
Operating Segment	\$ 1,560,626	\$ 1,668,765	\$ 2,413,720	\$ 238,212	\$ 309,543	\$ 534,043
Reconciliation to consolidated net revenue / operating (loss) income:						
Net effect of deferral of net revenues and related cost of sales	(146,928)	(585,827)	(63,152)	(106,531)	(502,565)	(36,179)
Stock based compensation expense	—	—	—	(69,996)	(65,246)	(78,118)
Business reorganization and other expenses	—	—	—	(72,513)	(195)	(4,490)
<b>Consolidated net revenue / operating (loss) income</b>	<b>\$ 1,413,698</b>	<b>\$ 1,082,938</b>	<b>\$ 2,350,568</b>	<b>\$ (10,828)</b>	<b>\$ (258,463)</b>	<b>\$ 415,256</b>

We attribute net revenue to geographic regions based on product destination. Net revenue by geographic region was as follows:

Net revenue by geographic region:	Fiscal Year Ended March 31,		
	2016	2015	2014
United States	\$ 742,963	\$ 623,080	\$ 1,093,918
Europe	449,577	322,645	903,610
Asia Pacific	120,629	69,923	178,816
Canada and Latin America	100,529	67,290	174,224
<b>Total net revenue</b>	<b>\$ 1,413,698</b>	<b>\$ 1,082,938</b>	<b>\$ 2,350,568</b>

Net revenue by product platform was as follows:

Net revenue by product platform:	Fiscal Year Ended March 31,		
	2016	2015	2014
Console	\$ 1,167,623	\$ 881,516	\$ 2,148,494
PC and other	246,075	201,422	202,074
<b>Total net revenue</b>	<b>\$ 1,413,698</b>	<b>\$ 1,082,938</b>	<b>\$ 2,350,568</b>

Our products are delivered through physical retail and digital online services (digital download, online platforms and cloud streaming). Net revenue by distribution channel was as follows:

Net revenue by distribution channel:	Fiscal Year Ended March 31,		
	2016	2015	2014
Physical retail and other	\$ 716,040	\$ 627,639	\$ 1,978,598
Digital online	697,658	455,299	371,970
<b>Total net revenue</b>	<b>\$ 1,413,698</b>	<b>\$ 1,082,938</b>	<b>\$ 2,350,568</b>

## 18. INTEREST AND OTHER, NET

	Fiscal Year Ended March 31,		
	2016	2015	2014
Interest expense, net	\$ (29,239)	\$ (29,901)	\$ (33,961)
Foreign currency exchange gain (loss)	(1,407)	(2,068)	209
Other	441	76	199
<b>Interest and other, net</b>	<b>\$ (30,205)</b>	<b>\$ (31,893)</b>	<b>\$ (33,553)</b>

## 19. ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

The following table provides the components of accumulated other comprehensive (loss) income:

	Foreign currency translation adjustments	Unrealized gain (loss) on derivative instruments	Unrealized gain (loss) on available-for-sales securities	Total
Balance at March 31, 2014	\$ 1,531	\$ 585	\$ —	\$ 2,116
Other comprehensive (loss) income before reclassifications	(32,747)	32	(25)	(32,740)
Amounts reclassified from accumulated other comprehensive income (loss)	—	—	—	—
Balance at March 31, 2015	\$ (31,216)	\$ 617	\$ (25)	\$ (30,624)
Other comprehensive (loss) income before reclassifications	(7,364)	—	73	(7,291)
Amounts reclassified from accumulated other comprehensive income (loss)	—	(17)	36	19
Balance at March 31, 2016	\$ (38,580)	\$ 600	\$ 84	\$ (37,896)

## 20. BUSINESS REORGANIZATION

During the fiscal year ended March 31, 2016, the Company incurred business reorganization expenses of \$71,285 due primarily to employee separation costs in connection with reorganizing one development studio and closing two development studios. Through March 31, 2016, the Company has paid \$4,962 related to these reorganization activities and \$66,323 remains accrued for in Accrued expenses and other current liabilities. See Note 13 for additional information.

## 21. SUPPLEMENTARY FINANCIAL INFORMATION

The following table provides details of our valuation and qualifying accounts:

	Beginning Balance	Additions <sup>(1)</sup>	Deductions	Other	Ending Balance
<i>Fiscal Year Ended March 31, 2016</i>					
Valuation allowance for deferred income taxes	\$ 133,468	\$ 37,106	\$ —	\$ —	\$ 170,574
Price protection, sales returns and other allowances	\$ 69,305	\$ 64,498	\$ (86,622)	\$ (2,028)	\$ 45,153
Allowance for doubtful accounts	1,166	—	(767)	—	399
<b>Total accounts receivable allowances</b>	<b>\$ 70,471</b>	<b>\$ 64,498</b>	<b>\$ (87,389)</b>	<b>\$ (2,028)</b>	<b>\$ 45,552</b>
<i>Fiscal Year Ended March 31, 2015</i>					
Valuation allowance for deferred income taxes	\$ 40,774	\$ 92,694	\$ —	\$ —	\$ 133,468
Price protection, sales returns and other allowances	\$ 74,078	\$ 50,114	\$ (57,982)	\$ 3,095	\$ 69,305
Allowance for doubtful accounts	1,440	—	(274)	—	1,166
<b>Total accounts receivable allowances</b>	<b>\$ 75,518</b>	<b>\$ 50,114</b>	<b>\$ (58,256)</b>	<b>\$ 3,095</b>	<b>\$ 70,471</b>
<i>Fiscal Year Ended March 31, 2014</i>					
Valuation allowance for deferred income taxes	\$ 132,912	\$ —	\$ (92,138)	\$ —	\$ 40,774
Price protection, sales returns and other allowances	\$ 62,880	\$ 138,050	\$ (127,458)	\$ 606	\$ 74,078
Allowance for doubtful accounts	1,201	736	(497)	—	1,440
<b>Total accounts receivable allowances</b>	<b>\$ 64,081</b>	<b>\$ 138,786</b>	<b>\$ (127,955)</b>	<b>\$ 606</b>	<b>\$ 75,518</b>

(1) Includes price protection of \$36,546, \$16,669 and \$65,996; other allowances including rebates, discounts and cooperative advertising of \$23,073, \$24,402 and \$48,755; and sales returns of \$4,879, \$9,043 and \$23,299 for the fiscal years ended March 31, 2016, 2015 and 2014, respectively.

**22. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)**

The following tables set forth quarterly supplementary data for each of the years in the two-year period ended March 31, 2016:

<b>Fiscal Year Ended March 31, 2016</b>	<b>Quarter</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
Net revenue	\$ 275,297	\$ 346,974	\$ 414,221	\$ 377,206
Gross profit	72,682	203,034	156,360	167,749
(Loss) income from operations	(62,637)	66,431	(59,197)	44,575
Net (loss) income	\$ (67,023)	\$ 54,735	\$ (42,413)	\$ 46,399
(Loss) earnings per share:				
Basic (loss) earnings per share	\$ (0.81)	\$ 0.63	\$ (0.51)	\$ 0.54
Diluted (loss) earnings per share	\$ (0.81)	\$ 0.55	\$ (0.51)	\$ 0.48

<b>Fiscal Year Ended March 31, 2015</b>	<b>Quarter</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
Net revenue	\$ 125,425	\$ 126,277	\$ 531,147	\$ 300,089
Gross profit (loss)	71,269	74,261	253,134	(110,593)
(Loss) income from operations	(33,209)	(48,513)	65,612	(242,353)
Net (loss) income	\$ (35,403)	\$ (41,369)	\$ 40,093	\$ (242,791)
(Loss) earnings per share:				
Basic (loss) earnings per share	\$ (0.45)	\$ (0.51)	\$ 0.46	\$ (2.99)
Diluted (loss) earnings per share	\$ (0.45)	\$ (0.51)	\$ 0.42	\$ (2.99)

Basic and diluted (loss) earnings per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted (loss) earnings per share information may not equal annual basic and diluted earnings per share.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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

By: /s/ STRAUSS ZELNICK

Strauss Zelnick  
Chairman and Chief Executive Officer

May 18, 2016

**POWER OF ATTORNEY**

Each individual whose signature appears below constitutes and appoints Strauss Zelnick and Lainie Goldstein and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done or by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ STRAUSS ZELNICK</u> Strauss Zelnick	Chairman and Chief Executive Officer (Principal Executive Officer)	May 18, 2016
<u>/s/ LAINIE GOLDSTEIN</u> Lainie Goldstein	Chief Financial Officer (Principal Financial and Accounting Officer)	May 18, 2016
<u>/s/ MICHAEL DORNEMANN</u> Michael Dornemann	Lead Independent Director	May 18, 2016
<u>/s/ ROBERT A. BOWMAN</u> Robert A. Bowman	Director	May 18, 2016
<u>/s/ J MOSES</u> J Moses	Director	May 18, 2016

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MICHAEL SHERESKY</u> Michael Sheresky	Director	May 18, 2016
<u>/s/ SUSAN TOLSON</u> Susan Tolson	Director	May 18, 2016



**FOURTH AMENDMENT TO  
SECOND AMENDED AND RESTATED CREDIT AGREEMENT**

FOURTH AMENDMENT, dated as of May 21, 2015 (this "Amendment"), to the Second Amended and Restated Credit Agreement, dated as of November 16, 2007, as amended and restated as of October 17, 2011 (as further amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the lenders identified on the signature pages hereof (such lenders, together with their respective successors and permitted assigns, are referred to hereinafter each individually as a "Lender" and collectively as the "Lenders"), **WELLS FARGO CAPITAL FINANCE, LLC**, a Delaware limited liability company, as the arranger and administrative agent for the Lenders (in such capacity, together with its successors and assigns in such capacity, "Agent"), **TAKE-TWO INTERACTIVE SOFTWARE, INC.**, a Delaware corporation ("Parent"), and each of Parent's domestic Subsidiaries identified on the signature pages hereof as a Borrower (such Subsidiaries, together with Parent, are referred to hereinafter each individually as a "U.S. Borrower", and collectively, jointly and severally, as the "U.S. Borrowers"), **TAKE TWO GB LTD.**, a company incorporated under the laws of England and Wales (the "U.K. Borrower", and together with the U.S. Borrowers, each a "Borrower" and collectively, the "Borrowers"), and each of Parent's Subsidiaries identified on the signature pages hereof as a Guarantor (such Subsidiaries are referred to hereinafter each individually as a "Guarantor", and individually and collectively, jointly and severally, as the "Guarantors"; and together with Borrowers, each a "Loan Party" and collectively, the "Loan Parties").

WHEREAS, the Loan Parties, the Agent and the Lenders agree to modify the Credit Agreement on and subject to the terms set forth herein;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the parties hereto hereby agree as follows:

1. Definitions. Any capitalized term used herein and not defined shall have the meaning assigned to it in the Credit Agreement.
2. Amendments.

(a) The definition of "Cash Equivalents" in Schedule 1.1 of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

"Cash Equivalents" means (a) marketable direct obligations issued by, or unconditionally guaranteed by, the United States or issued by any agency thereof and backed by the full faith and credit of the United States, in each case maturing no more than 2 years from the date of acquisition thereof, (b) marketable direct obligations issued by any state of the United States or any political subdivision of any such state or any public instrumentality thereof maturing no more than 2 years from the date of acquisition thereof and, at the time of acquisition, having one of the two highest ratings obtainable from either Standard & Poor's Rating Group or its successor ("S&P") or Moody's Investors Service, Inc. or its successor ("Moody's"), (c) commercial paper maturing no more than 270 days from the date of creation thereof and, at the time of acquisition, having a rating of at least A-1 from S&P or at least P-1

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from Moody's, (d) bonds issued in the United States maturing no more than 2 years from the date of acquisition and, at the time of acquisition, having a rating of at least A- from S&P or at least A3 from Moody's; provided, that (1) any such Permitted Investment in such bonds shall not exceed 10% of a specific bond issuance and (2) Permitted Investments in any specific bond issuance of the type of bonds described in this clause (d) shall not exceed 20% of the Loan Parties' and their Subsidiaries' Permitted Investments in the aggregate, (e) certificates of deposit, time deposits, or bankers' acceptances maturing no more than 2 years from the date of acquisition thereof issued by any bank organized under the Laws of (i) the United States or any state thereof or (ii) a jurisdiction other than the United States but with a presence in the United States, in each case, having at the date of acquisition thereof combined capital and surplus of not less than \$250,000,000, (f) Deposit Accounts maintained with (i) any bank that satisfies the criteria described in clause (e)(i) above, or (ii) any other bank organized under the Laws of the United States or any state thereof so long as the amount maintained with any such other bank is less than or equal to \$250,000 and is insured by the Federal Deposit Insurance Corporation, (g) Investments in SEC Rule 2a7 eligible money market mutual funds with a rating of at least AAA, and (h) repurchase agreements maturing no more than 2 years from the date of acquisition thereof fully collateralized by any Permitted Investments in the types of assets described in clause (a) above; provided, that the aggregate amount of Permitted Investments in the types of assets described in clauses (a) through (h) above (other than clause (f) above) maturing more than 1 year from the date of acquisition thereof but maturing no more than 2 years from the date of acquisition thereof shall not exceed \$120,000,000 at any time outstanding "

(b) The following new definition of "Fourth Amendment" is added in alphabetical order to Schedule 1.1 of the Credit Agreement to read as follows:

"Fourth Amendment" means the Fourth Amendment to Second Amended and Restated Credit Agreement, dated as of May 21, 2015 by and among the Agent, the Lenders and the Loan Parties."

(v) The following new definition of "Fourth Amendment Effective Date" is added in alphabetical order to Schedule 1.1 of the Credit Agreement to read as follows:

"Fourth Amendment Effective Date" has the meaning specified therefor in Section 3 of the Fourth Amendment."

3. Conditions to Effectiveness. The effectiveness of this Amendment is subject to the fulfillment, in a manner satisfactory to the Agent and the Lenders, of each of the following conditions precedent (the date such conditions are fulfilled or waived by the Agent and the Lenders is hereinafter referred to as the "Fourth Amendment Effective Date"):

(a) Representations and Warranties; No Event of Default. The representations and warranties herein, in Section 4 of the Credit Agreement and in each other Loan Document and certificate or other writing delivered to the Agent and the Lenders pursuant hereto on or prior to the Fourth Amendment Effective Date shall be true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) after giving effect to this Amendment on and as of the Fourth Amendment Effective Date as though made on



and as of such date (except to the extent such representations and warranties expressly relate to an earlier date), and no Default or Event of Default shall have occurred and be continuing on the Fourth Amendment Effective Date or would result from this Amendment becoming effective in accordance with its terms.

(b) Execution of Amendment. The Agent and the Lenders shall have executed this Amendment and shall have received a counterpart to this Amendment, duly executed by the Borrowers and each Guarantor.

4. Representations and Warranties. Each of the Borrowers and the Guarantors represents and warrants as follows:

(a) The execution, delivery and performance by the Borrowers or such Guarantor of this Amendment (including, without limitation, Section 5) and the performance by the Borrowers or such Guarantor of the Credit Agreement, as amended hereby, have been duly authorized by all necessary action, and the Borrowers or such Guarantor has all requisite power, authority and legal right to execute, deliver and perform this Amendment (including, without limitation, Section 5) and to perform the Credit Agreement, as amended hereby.

(b) This Amendment and the Credit Agreement, as amended hereby, is a legal, valid and binding obligation of the Borrowers or such Guarantor, enforceable against the Borrowers or such Guarantor in accordance with the terms thereof, except as enforcement may be limited by equitable principles or by bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or limiting creditors' rights generally.

(c) The representations and warranties contained in Section 4 of the Credit Agreement are true and correct in all material respects (except that such materiality qualifier shall not be applicable to any representations and warranties that already are qualified or modified by materiality in the text thereof) after giving effect to this Amendment on and as of the Fourth Amendment Effective Date as though made on and as of the Fourth Amendment Effective Date (except to the extent such representations and warranties expressly relate to an earlier date), and no Event of Default or Default has occurred and is continuing on and as of the Fourth Amendment Effective Date, or would result from this Amendment becoming effective in accordance with its terms.

5. Release. Each of the Borrowers and the Guarantors may have certain Claims against the Released Parties, as those terms are defined below, regarding or relating to the Credit Agreement or the other Loan Documents. The Agent, the Lenders, the Borrowers and the Guarantors desire to resolve each and every one of such Claims in conjunction with the execution of this Amendment and thus each of the Borrowers and the Guarantors makes the releases contained in this Section 5. In consideration of the Agent and the Lenders entering into this Amendment and agreeing to substantial concessions as set forth herein, each of the Borrowers and the Guarantors hereby fully and unconditionally releases and forever discharges each of the Agent and the Lenders, and their respective directors, officers, employees, subsidiaries, branches, affiliates, attorneys, agents, representatives, successors and assigns and all persons, firms, corporations and organizations acting on any of their behalves (collectively, the "Released Parties"), of and from any and all claims, allegations, causes of

action, costs or demands and liabilities, of whatever kind or nature, from the beginning of the world to the date on which this Amendment is executed, whether known or unknown, liquidated or unliquidated, fixed or contingent, asserted or unasserted, foreseen or unforeseen, matured or unmatured, suspected or unsuspected, anticipated or unanticipated, which the Borrowers or the Guarantors has, had, claims to have had or hereafter claims to have against the Released Parties by reason of any act or omission on the part of the Released Parties, or any of them, occurring prior to the date on which this Amendment is executed, including all such loss or damage of any kind heretofore sustained or that may arise as a consequence of the dealings among the parties up to and including the date on which this Amendment is executed, including the administration or enforcement of the Advances, the Obligations, the Credit Agreement or any of the Loan Documents (collectively, all of the foregoing, the "Claims"). Each of the Borrowers and the Guarantors represents and warrants that it has no knowledge of any claim by it against the Released Parties or of any facts or acts of omissions of the Released Parties which on the date hereof would be the basis of a claim by the Borrowers or the Guarantors against the Released Parties which is not released hereby. Each of the Borrowers and the Guarantors represents and warrants that the foregoing constitutes a full and complete release of all Claims.

6. Miscellaneous.

(a) Continued Effectiveness of the Credit Agreement. Except as otherwise expressly provided herein, the Credit Agreement and the other Loan Documents are, and shall continue to be, in full force and effect and are hereby ratified and confirmed in all respects, except that on and after the Fourth Amendment Effective Date (i) all references in the Credit Agreement to "this Agreement", "hereto", "hereof", "hereunder" or words of like import referring to the Credit Agreement shall mean the Credit Agreement as amended by this Amendment, and (ii) all references in the other Loan Documents to the "Credit Agreement", "thereto", "thereof", "thereunder" or words of like import referring to the Credit Agreement shall mean the Credit Agreement as amended by this Amendment. To the extent that the Credit Agreement or any other Loan Document purports to pledge to Agent, or to grant to Agent, a security interest or lien, such pledge or grant is hereby ratified and confirmed in all respects. Except as expressly provided herein, the execution, delivery and effectiveness of this Amendment shall not operate as an amendment of any right, power or remedy of the Agent and the Lenders (including the Issuing Lender) under the Credit Agreement or any other Loan Document, nor constitute a waiver or an amendment of any provision of the Credit Agreement or any other Loan Document.

(b) Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Amendment by telefacsimile or electronic mail shall be equally as effective as delivery of an original executed counterpart of this Amendment.

(c) Headings. Section headings herein are included for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

(d) Costs and Expenses. The U.S. Borrowers agree to pay on demand all Lender Group Expenses in connection with the preparation, execution and delivery of this Amendment.

(e) Amendment as Loan Document. The Borrowers and each Guarantor hereby acknowledge and agree that this Amendment constitutes a "Loan Document" under the Credit Agreement. Accordingly, it shall be an Event of Default under the Credit Agreement if (i) any representation or warranty made by the Borrowers or any Guarantor under or in connection with this Amendment shall have been untrue, false or misleading in any material respect when made, or (ii) the Borrowers or any Guarantor shall fail to perform or observe any term, covenant or agreement contained in this Amendment.

(f) Governing Law. This Amendment shall be governed by the laws of the State of New York.

(g) Waiver of Jury Trial. THE PARTIES HERETO HEREBY IRREVOCABLY WAIVE THEIR RESPECTIVE RIGHTS TO A JURY TRIAL OF ANY CLAIM OR CAUSE OF ACTION BASED UPON OR ARISING OUT OF THIS AMENDMENT OR ANY OF THE TRANSACTIONS CONTEMPLATED HEREIN, INCLUDING CONTRACT CLAIMS, TORT CLAIMS, BREACH OF DUTY CLAIMS, AND ALL OTHER COMMON LAW OR STATUTORY CLAIMS.

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the date first above written.

U.S. BORROWERS:

TAKE-TWO INTERACTIVE SOFTWARE, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: VP, AGC and Secretary

WC HOLDCO, INC.,  
a New York corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

U.K. BORROWER:

TAKE-TWO GB LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

GUARANTORS:

2K GAMES, INC.,  
a Delaware corporation  
2KSPORTS, INC.,  
a Delaware corporation  
FIRAXIS GAMES, INC.,  
a Delaware corporation  
FROG CITY SOFTWARE, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

Fourth Amendment to Second Amended and Restated Credit Agreement

2K PLAY, INC.,  
a Delaware corporation  
INDIE BUILT, INC.,  
a Delaware corporation

INVENTORY MANAGEMENT SYSTEMS, INC.,  
a Delaware corporation  
KUSH GAMES, INC.,  
a California corporation  
2K VEGAS, INC.,  
a Delaware corporation  
TALONSOFT, INC.,  
a Delaware corporation  
VISUAL CONCEPTS ENTERTAINMENT,  
a California corporation  
VLM ENTERTAINMENT GROUP, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

Fourth Amendment to Second Amended and Restated Credit Agreement

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ROCKSTAR SAN DIEGO, INC.,  
a Virginia corporation  
IRRATIONAL GAMES, LLC,  
a Delaware limited liability company  
ROCKSTAR GAMES, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

CAT DADDY GAMES, L.L.C.,  
a Washington limited liability company

By: Take-Two Interactive Software, Inc., its sole member

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

JOYTECH EUROPE LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

TAKE TWO INTERACTIVE SOFTWARE EUROPE LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

Fourth Amendment to Second Amended and Restated Credit Agreement

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DMA DESIGN HOLDINGS LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

ROCKSTAR LINCOLN LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson

Name: Daniel Emerson  
Title: Director

ROCKSTAR LEEDS LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

ROCKSTAR LONDON LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

ROCKSTAR NORTH LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

Fourth Amendment to Second Amended and Restated Credit Agreement

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ROCKSTAR INTERNATIONAL LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

VENOM GAMES LIMITED  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

TAKE TWO INTERNATIONAL GMBH,  
a company incorporated under the laws of Switzerland

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

2K MARIN, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

ROCKSTAR NEW ENGLAND, INC.,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

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WEAZEL STUDIOS INCORPORATED,  
a Delaware corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

2K, INC.,  
a New York corporation

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

2K GAMES SOUNDS LLC,  
a Delaware limited liability company  
2K GAMES SONGS LLC,  
a Delaware limited liability company  
2K GAMES TUNES LLC,  
a Delaware limited liability company  
ROCKSTAR GAMES SONGS LLC,  
a Delaware limited liability company  
ROCKSTAR GAMES SOUNDS LLC,  
a Delaware limited liability company  
ROCKSTAR GAMES TUNES LLC,  
a Delaware limited liability company

By: Take-Two Interactive Software, Inc., the sole managing member

By: /s/ Linda Zabriskie  
Name: Linda Zabriskie  
Title: Vice President

TAKE-TWO INTERACTIVE SOFTWARE UK LIMITED,  
a company incorporated under the laws of England and Wales

By: /s/ Daniel Emerson  
Name: Daniel Emerson  
Title: Director

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WELLS FARGO CAPITAL FINANCE, LLC,  
a Delaware limited liability company, as Agent and as a Lender

By: /s/ Jason B Searle  
Name: Jason B Searle  
Title: Director

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JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Thomas G. Williams  
Name: Thomas G. Williams  
Title: Authorized Officer

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**EIGHTH LEASE MODIFICATION AGREEMENT**

Eighth Lease Modification Agreement made as of January 6, 2015, (this "Agreement") by and between Moklam Enterprises, Inc., a New York corporation with an address at c/o Yuco Management, Inc., 200 Park Avenue, 11<sup>th</sup> Floor, New York, New York 10166 (hereinafter referred to as "Owner"), and Take-Two Interactive Software, Inc., a Delaware corporation with an address at 622 Broadway, New York, New York 10012 (hereinafter referred to as "Tenant").

**W I T N E S S E T H:**

Whereas, Owner is the lessor and Tenant is the lessee under that certain lease agreement dated as of July 1, 2002, as amended by agreement dated July 1, 2002 (the "First Modification"), agreement dated as of November 15, 2002 (the "Second Modification"), agreement dated as of October 14, 2003 (the "Third Modification"), agreement dated as of May 11, 2004 (the "Fourth Modification"), agreement dated as of March 26, 2010 (the "Fifth Modification"), agreement dated as of January 18, 2012 (the "Sixth Modification") and agreement dated as of April 8, 2014 (the "Seventh Modification") (such lease agreement, as modified by the First Modification, the Second Modification, the Third Modification, the Fourth Modification, the Fifth Modification, the Sixth Modification and the Seventh Modification, is hereinafter referred to as the "Original Lease") covering the entire third, fourth, fifth and sixth floors and the roof deck in the building known as 622 Broadway, New York, New York (the "Building"), having a term expiring on March 31, 2023; and

Whereas Owner and Tenant desire to further modify and supplement the Original Lease as set forth below, upon and subject to the terms and conditions hereinafter set forth.

Now, therefore, in consideration of the premises and the mutual covenants herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree to further modify and supplement the Original Lease as follows:

1. Definition of Lease. For purposes of this Agreement, the term "Lease" shall mean the Original Lease as amended by this Agreement, except as may otherwise be specifically indicated in this Agreement or as the context may otherwise require.
2. Tenant's Additional Maintenance, Repair, Restoration and other Obligations regarding Lobby and Lobby Elevator. Effective as of the date hereof, the following provisions shall be added to and made part of the Lease as Article 104 thereof:

"104. Tenant's Additional Maintenance, Repair, Restoration and other Obligations regarding Lobby and Elevator Lobby.

104.1. Notwithstanding anything to the contrary set forth in this Lease, and in addition to and without limitation of Tenant's obligations under the Lease to make, as and when needed, all necessary repairs and improvements to the Premises and the fixtures, appurtenances, equipment and facilities that serve the

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Premises, Tenant shall also be obligated, at Tenant's sole cost and expense, to perform the following repair, maintenance, replacement and other work in and to the Broadway side lobby and passenger elevator cabs in the Building (except to the extent that such repair, maintenance, replacement and other work is required as a result of the gross negligence or willful misconduct of Owner or Owner's contractors) from and after the substantial completion of the Lobby and Elevator Alterations (as such term is defined in the Sixth Modification) throughout the remaining term of this Lease:

(i) the new concrete floor that shall be installed by Tenant in the Broadway side lobby of the Building (hereinafter, the "Broadway Lobby") as part of the Lobby and Elevator Alterations shall be periodically cleaned and polished, and damaged portions of such concrete floor shall be promptly repaired or replaced by Tenant, as necessary, so as to maintain such concrete floor in a "like-new" condition at all times;

(ii) the porcelain, stone and glass wall panels that shall be installed by Tenant in the Broadway Lobby as part of the Lobby and Elevator Alterations shall be promptly repaired or replaced by Tenant, as necessary, in the event of any damage thereto, so as to maintain such panels in a "like-new" condition at all times;

(iii) the Broadway Lobby entrance doors and door frame, all staircase doors and frames, the interior and exterior passenger elevator doors and frames, and the panels and flooring in the passenger elevator cabs, shall be promptly repaired or replaced by Tenant, as necessary, in the event of any damage thereto, so as to maintain such doors, frames, panels and flooring in a "like-new" condition at all times;

(iv) Tenant shall modify the design of the security desk that shall be installed by Tenant in the Broadway Lobby as part of the Lobby and Elevator Alterations as shall be required by Owner in order to accommodate the installation and placement of such security and controlled access equipment, cameras, monitors, scanners, panels, sign-in devices and other equipment as may hereafter be specified by Owner's security consultant and/or by Owner. Additionally, Tenant shall incorporate such features into the design of the security desk as shall be required by Owner so as to provide adequate electric service and internet cabling to the security desk and to accommodate the possibility of future changes and upgrades in security equipment and technology, with open conduits to allow new cables and/or additional cables to be installed as may be required in connection therewith;

(v) Tenant shall comply with Owner's requirements regarding light fixtures (including emergency lights and exit signs) and lighting controls/switches to be installed by Tenant in the Broadway Lobby and in the elevators in the Broadway Lobby as part of the Lobby and Elevator

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Alterations including, without limitation, the number and type of light fixtures to be installed;

(vi) Tenant shall install new HVAC equipment in the Broadway Lobby pursuant to specifications to be approved by Owner, and Tenant shall provide adequate means of accessing and servicing the HVAC equipment as may be required by Owner and Owner's contractors. Tenant shall assign all manufacturers and installers warranties relating to the HVAC equipment to Owner, including an installation and service warranty acceptable to Owner; and

(vii) Tenant shall promptly replace all burned out and broken bulbs and light fixtures installed in the Broadway Lobby and the elevators in the Broadway Lobby.

All of the repair, maintenance, replacement and other work referred to in this Section 104.1 shall be performed by Tenant in a good, workmanlike manner, in accordance with all Legal Requirements and otherwise to Owner's reasonable satisfaction. If at any time(s) during the term of this Lease, Tenant shall fail to properly and timely perform any of the repair, maintenance, replacement or other work referred to in this Section 104.1 or elsewhere in this Lease, and such failure shall continue for a period of thirty (30) days after notice thereof shall be given by Owner to Tenant, then without limitation of Owner's other rights and remedies, Owner shall have the right (but not the obligation) to perform such repair, maintenance, replacement or other work for and on behalf of Tenant, and in such event, Tenant shall be obligated to pay to Owner, within thirty (30) days after demand, as Additional Rent, an amount equal to the actual, out-of-pocket costs and expenses incurred by Owner in connection with Owner's performance of such repair, maintenance, replacement or other work. Any such repair, maintenance, replacement or other work performed by Owner shall be deemed to constitute Owner's Renovation Work, as such term is defined in Article 75 above.

104.2. If upon the expiration or earlier termination of the term of this Lease, Tenant shall have failed to perform any repair, maintenance, replacement or other work required to be performed by Tenant pursuant to the provisions of this Article 104, then without limitation of Owner's other rights and remedies with respect to such default, Tenant shall be liable to Owner for the actual, out-of-pocket costs and expenses incurred by Owner in connection with Owner's performance of such repair, maintenance, replacement or other work which shall not have been so performed by Tenant. Tenant shall be obligated to pay such cost to Owner on demand, as Additional Rent, and without limitation of Owner's other rights and remedies, such cost may be deducted by Owner from the security deposit. However, if the unapplied amount of the security deposit is insufficient to pay the full amount of such cost to Owner, then Tenant shall be liable to Owner for the shortfall.

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104.3. The provisions of this Article 104 shall survive the expiration or earlier termination of the term of this Lease."

3. Tenant Improvement Allowance. The provisions of paragraph 5 of the Sixth Modification, which were amended and restated in their entirety in paragraph 3 of the Seventh Modification, are hereby further amended as follows:

(i) the Alterations Outside Completion Date is hereby extended from September 30, 2014 to the date which shall be five (5) months after the date an original of this Agreement countersigned by Owner, and the Department of Buildings permit application forms previously delivered by Tenant to Owner signed by Owner, shall be delivered by Owner to Tenant;

(ii) the date of "October 10, 2014" appearing in Section 5.3 of the Sixth Modification is hereby changed to the date which shall be the tenth (10<sup>th</sup>) day of the first (1<sup>st</sup>) calendar month immediately following the Alterations Outside Completion Date; and

(iii) the date of "April 10, 2015" appearing in Section 5.8 of the Sixth Modification is hereby changed to the date which shall be the tenth (10<sup>th</sup>) day of the tenth (10<sup>th</sup>) calendar month immediately following the Alterations Outside Completion Date.

4. Owner's Building Improvement Work. Owner and Tenant hereby acknowledge and confirm that, notwithstanding that Owner has performed some preliminary demolition and other work relating to Owner's Building Improvement Work (as such term is defined in the Seventh Modification), Owner's Improvement Commencement Date (as such term is defined in the Seventh Modification) has not yet occurred. Owner shall give notice to Tenant of Owner's Improvement Commencement Date, as shall be determined by Owner after all of the Municipal Approvals (as such term is defined in the Seventh Modification) have been received by Owner pursuant to the provisions of Section 5.1 of the Seventh Modification.

5. Brokers. Owner and Tenant each warrant and represents that there was no broker, finder or like agent instrumental in consummating this Agreement and that such party had no dealings, communications, conversations or prior negotiations with any brokers, finders or like agents concerning the modification of the Lease pursuant to this Agreement. Each representing party covenants and agrees to pay, indemnify and hold the other party harmless from and against any and all claims for all brokerage commissions, fees or other compensation by any brokers claiming to have dealt with such representing party in connection with this Agreement or arising out of any conversations or negotiations had by such representing party with any brokers concerning the modification of the Lease pursuant to this Agreement, and for any and all costs, expenses (including, without limitation, reasonable attorneys' fees, disbursements and court costs), liabilities and penalties incurred by the indemnified party in connection with or arising out of any such claims. The provisions of this section shall survive the expiration or earlier termination of the Lease.

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6. Negotiation and Execution. It is specifically acknowledged by the parties that this Agreement is the result of substantive negotiations between the parties and that this Agreement has been executed and delivered by each of the parties upon the advice of independent legal counsel. It is understood and agreed that all parties shall be deemed to have prepared this Agreement in order to avoid any negative inference that might be drawn against the preparer thereof.

7. Certain Definitions. Each of the capitalized terms in this Agreement which are not otherwise defined herein shall have the meaning ascribed to such term in the Original Lease.

8. Inducement to Owner and Tenant. As a material inducement to each of Owner and Tenant to execute this Agreement, each party hereby acknowledges and represents to the other party that, to the best of the representing party's actual knowledge, the other party is not in default of any of the terms, covenants, provisions, warranties, representations and conditions of the Original Lease through the date hereof and that there are no offsets or defenses thereto.

9. Ratification. Except as may be otherwise set forth in this Agreement, all of the terms and provisions of the Lease are hereby ratified and confirmed and shall remain unmodified and in full force and effect. Additionally, the parties confirm and agree that the revocable license agreement between the parties dated September 11, 2006, as amended December 31, 2012, covering additional space in the Building, is unaffected by this Agreement and hereby is ratified and confirmed and shall remain unmodified and in full force and effect.

10. Successors and Assigns. The covenants, agreements, terms, provisions and conditions contained in this Agreement shall bind and inure to the benefit of the parties hereto and their respective successors, legal representatives and permitted assigns, if any.

11. Waiver. The failure of a party at any time to enforce any provision hereunder shall in no way affect the right of that party thereafter to enforce the same or any other provision of this Agreement; nor shall the waiver by a party of the breach of any provision hereof be taken or held to be a waiver of any subsequent breach of any such provision or as a waiver of any other provision hereof.

12. Modification. This Agreement may not be modified orally, but only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification or discharge is sought.

13. Void or Unenforceable Provisions. If any provision of this Agreement is found to be void or unenforceable by a court of competent jurisdiction, the remaining provisions of this Agreement shall nevertheless be binding upon the parties with the same force and effect as though the void or unenforceable part had been severed and deleted.

14. Inconsistent Provisions. It is in the intent of the parties that this Agreement and the Original Lease are to be read and construed together, to the extent reasonably possible. However, in the event of any conflict or inconsistency between the terms and provisions of this

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Agreement and the terms and provisions of the Original Lease, then the terms and provisions of this Agreement shall govern and be binding.

15. Captions. The captions for each of the sections of this Agreement are inserted for convenience only and shall have no meaning or relevance to the construction or interpretation of this Agreement.

16. Conditions to Binding Agreement. This Agreement shall not be binding upon Owner unless and until at least two originals hereof have been executed by Tenant and counter-executed on behalf of Owner and at least one of such originals shall have been returned to Tenant or Tenant's attorneys.

In witness whereof, the parties hereto have executed this Agreement as of the day and year first above written.

Witness:

Moklam Enterprises, Inc.

By: /s/ Raymond H. Yu

Name: Raymond H. Yu

Title: President

Take-Two Interactive Software, Inc.

By: /s/ Christopher Casazza

Name: Christopher Casazza

Title: SVP, Head of Global HR

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State of New York )

: ss.

County of New York)

On the 19th day of January in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Raymond H. Yu, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Navina Sabnani

Signature and Office of individual  
taking acknowledgment

State of New York )

: ss.



On the 12th day of January in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Christopher Casazza, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity(ies), and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Linda Zabriskie

\_\_\_\_\_  
Signature and Office of individual  
taking acknowledgment

\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

**AMENDMENT TO THE  
XBOX ONE PUBLISHER LICENSE AGREEMENT  
(European Sales Territory, Demos, Trials, Software Title Parity, Platform Royalties, and Xbox Live Incentive Program)**

This Amendment to the Xbox One Publisher License Agreement (this “Amendment”) is effective as of \*\*\* (the “Amendment Effective Date”) by and between Microsoft Corporation, a Washington corporation (“Microsoft”), and Take-Two Interactive Software, Inc. (“Publisher”), and supplements that certain Xbox One Publisher License Agreement between the parties dated as of \*\*\*, as amended (the “Xbox One PLA”).

**RECITALS**

A. Microsoft and Publisher entered into the Xbox One PLA to establish the terms under which Publisher may publish video games for Microsoft’s Xbox One video game system.

B. The parties now wish to amend certain terms of the Xbox One PLA as set forth below.

Accordingly, for and in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, receipt of which each party hereby acknowledges, Microsoft and Publisher agree as follows:

**1. European Sales Territory.** Israel, Saudi Arabia, and Turkey are added to the definition of European Sales Territory. Section 2.25 of the Xbox One PLA shall be deleted in its entirety and replaced with the following:

**2.25 “European Sales Territory”** means the territory for sales distribution comprising Austria, Belgium, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Israel, Italy, Ireland, Netherlands, Norway, Poland, Portugal, Russia, Saudi Arabia, Slovakia, South Africa, Spain, Sweden, Switzerland, Turkey, the United Arab Emirates, the United Kingdom, and any other countries so identified by Microsoft in the Publisher Guide.

**2. Demos.** Publishers are no longer required to obtain Microsoft’s approval to distribute a Demo. Section 7.8 of the Xbox One PLA shall be deleted in its entirety and replaced with:

**7.8 Demos.** Subject to the Publisher Guide, Demo(s) may be distributed digitally or placed on a single disc, either as a stand-alone or with other Demos, and the suggested price of such units must be \*\*\* or at a suggested retail price that does not exceed \*\*\* or its equivalent in local currency. All rights, obligations, and approvals in this Agreement that apply to Software Titles will separately apply to any Demo. \*\*\*

**3. Trials.** Publishers are no longer required to obtain Microsoft’s approval to distribute a Trial. Section 7.9 of the Xbox One PLA shall be deleted in its entirety and replaced with:

**7.9 Trials.** Subject to the Publisher Guide, Trial(s) may be distributed only digitally and the suggested price of such units must be \*\*\*. All rights, obligations, and approvals in this

\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

Agreement that apply to Software Titles will separately apply to any Trial. No royalties will be payable to Microsoft for any Trial.

**4. Software Title Parity.** Section 9 of the Xbox One PLA (Software Title parity) shall be deleted in its entirety and replaced with the following:

**9. Software Title parity.** Each Software Title is subject to the following requirements:

**9.1 Base Game FPU and DFU simship.**

**9.1.1** For each FPU of a Base Game Commercially Released in a given Sales Territory, a DFU of the same Base Game must be made available for distribution in that same Sales Territory, on a country-by-country basis, via Xbox Games Store simultaneously. For purposes of this Section 9.1 only, “simultaneously” means within \*\*\*, or;

**9.1.2** Publisher may elect to Commercially Release a Base Game in digital format only.

**9.2 Features and content parity.**

**9.2.1** \*\*\*, Publisher subscriptions, and pack-in content from Publisher, subject to platform limitations. The parties will work together in good faith to address any platform limitations that may impact feature and content parity for the Xbox One version.

**9.2.2** \*\*\*. In the event that Publisher is unable to comply with this Section 9.2.2, the parties will work together in good faith to determine a mutually acceptable alternative.

**9.3 Simship** \*\*\*

9.3.1 If Publisher Commercially Releases a Base Game in both retail and digital format, then Publisher will Commercially Release the FPU and DFU of the Base Game(s), including Publisher subscriptions and Online Game Features that are included as part of each such Base Game, [\*\*\*].

9.3.2 If Publisher elects to Commercially Release a Base Game in digital format only, which may be an Xbox Live Arcade game or a DFU, then Publisher will Commercially Release each Base Game(s), including Publisher subscriptions and Online Game Features that are included as part of each such Base Game, [\*\*\*].

9.3.3 Publisher will Commercially Release each Premium Downloadable Content, Demo and additional downloadable content [\*\*\*]. In the event that Publisher is unable to comply with this Section 9.3.3, the parties will work together in good faith to determine a mutually acceptable alternative.

9.4 **Gameplay record, share and streaming features.** At Publisher’s discretion on Software Title by Software Title basis and subject to any rights clearance issues or other license restrictions, Publisher will support gameplay record, share, and streaming features (see Sections

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

11.4 and 11.5) in each Software Title. Publisher retains the right to disable gameplay record, share and streaming features at any time post-Commercial Release of such Software Title. However, Publisher agrees, that subject to Microsoft policy, Microsoft technical, and Microsoft rights limitations, [\*\*\*].

5. **Platform Royalty.** Section 1 of Exhibit 1 of the Xbox One PLA shall be deleted in its entirety and replaced with the following:

1. **Platform royalty.** For each FPU manufactured during the Term, Publisher will pay Microsoft nonrefundable royalties as per Table 1, Table 2, and Table 3 of this Exhibit 1, and based on the Threshold Price and Sales Territory where FPUs are sold. To determine the applicable royalty rate, first determine the royalty tier (“Royalty Tier”) based on the Threshold Price and Sales Territory from Table 1 below. The royalty rate is set forth at the intersection of the Sales Territory and Royalty Tier in Table 2 below. For example, if the Wholesale Price of a Software Title sold in the North American Sales Territory is [\*\*\*], Table 1 provides that Tier 1 royalty rates apply, which, according to Table 2, are [\*\*\*] per FPU.

			[***]			
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]

Table 2: Royalty Rate

			[***]			
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]	[***]

6. **Exhibit 1, Section 1.** For purposes of clarity, Microsoft confirms that Sections 1.1 (Standard Software Titles), 1.2 (Cross Sales Territory sales), 1.3 (Unit Discounts), and 1.4 (Royalty Tier migration) of Exhibit 1 shall remain unchanged.

7. **Exhibits.** Exhibits 2 and 6 of the Xbox One PLA are hereby amended and restated in their entirety as attached hereto.

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

8. Except and to the extent expressly modified by this Amendment, the Xbox One PLA shall remain in full force and effect and is hereby ratified and confirmed. In the event of any conflict between this Amendment and the Xbox One PLA the terms of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the Amendment Effective Date.

Mohammad Shafagat

Microsoft Corporation  
D51B6CF2A1B9446

Take-Two Interactive Software, Inc.  
DocuSigned By

Signature: *Mohammad Shafagat*  
DocuSigned By: Mohammed Shafagat

Signature: *Dan Emerson*  
238DEE6BF4834F0



[\*\*\*]

2. Definitions

2.1 "Accounting Period" means each Microsoft [\*\*\*] within the Program Term, provided that if the Program Term ends within such a [\*\*\*], then the applicable payment calculation set forth below shall be made for a partial Accounting Period.

2.2 "Day" means a period of twenty-four hours, commencing at midnight and continuing until midnight the following day using Coordinated Universal Time (UTC).

2.3 "Guest(s)" means an individual who accesses Xbox Live and is not a Multiplayer Subscriber or a Subscriber.

2.4 "Multiplayer Game Session" means [\*\*\*].

2.5 [\*\*\*]

2.6 [\*\*\*]

2.7 [\*\*\*]

2.8 [\*\*\*]

2.9 [\*\*\*]

3. [\*\*\*]

[\*\*\*]

[\*\*\*]

[\*\*\*]

[\*\*\*]

4. Incentive Payment. The incentive payments shall be determined pursuant to Table 1 below and paid [\*\*\*]

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

[\*\*\*]

[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]

Example. [\*\*\*]

- . [\*\*\*]
- . [\*\*\*]
- . [\*\*\*]
- . [\*\*\*]

[\*\*\*]

- . [\*\*\*]
- . [\*\*\*]
- . [\*\*\*]
- . [\*\*\*]

[\*\*\*]

- a. [\*\*\*]
- b. [\*\*\*]
- c. [\*\*\*]

[\*\*\*]

5. **Payments.** In the event Publisher qualifies for an incentive payment under the Xbox Live Incentive Program during [\*\*\*], Microsoft will provide payment for any amount due to Publisher [\*\*\*].

**6. Other Xbox Live Incentive Program Requirements**

6.1 Multiplayer Software Title simship, feature and content parity. Any Multiplayer Software Title that does not meet the following simship, feature and content parity requirements [\*\*\*]

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[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

6.1.1 In every country where Xbox 360 and/or Xbox One are available, Publisher must Commercially Release an Xbox 360 and/or Xbox One version of a Multiplayer Software Title on a country-by-country [\*\*\*]

6.1.2 All Digital Content, Betas, Demos, and Trials for each Multiplayer Software Title must be shipped [\*\*\*]; and

6.1.3 [\*\*\*].

6.2 [\*\*\*]

6.3 [\*\*\*]

6.3.1 [\*\*\*]

(i) [\*\*\*]

(ii) [\*\*\*]

6.3.2 [\*\*\*]

6.4 [\*\*\*]

7. **Program Term, Termination, and Changes.** This Xbox Live Incentive Program will commence on [\*\*\*], and will be available until [\*\*\*], unless earlier terminated by Microsoft upon written notice to Publisher (“Program Term”). Microsoft may change or discontinue the Xbox Live Incentive Program by providing Publisher with [\*\*\*] advance written notice.

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\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

AMENDMENT NO. 3 TO THE
XBOX ONE PUBLISHER LICENSE AGREEMENT
(MOQ, Platform Royalties, Greatest Hits, Asian Localized Incentive Program, and Xbox Live Incentive Program)

This Amendment to the Xbox One Publisher License Agreement (this "Amendment") is effective as of \*\*\* (the "Amendment Effective Date") by and between Microsoft Corporation, a Washington corporation ("Microsoft"), and Take-Two Interactive Software, Inc. ("Publisher"), and supplements that certain Xbox One Publisher License Agreement between the parties dated as of \*\*\*, as amended (the "Xbox One PLA").

RECITALS

A. Microsoft and Publisher entered into the Xbox One PLA to establish the terms under which Publisher may publish video games for Microsoft's Xbox One video game system.

B. The parties now wish to amend certain terms of the Xbox One PLA as set forth below.

Accordingly, for and in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, receipt of which each party hereby acknowledges, Microsoft and Publisher agree as follows:

1. Definitions. Unless defined in this Amendment, capitalized terms shall have the same meanings as those ascribed to them in the Xbox One PLA. The following new definitions are hereby added to Section 2 of the Xbox One PLA:

- 1.1. "Greatest Hits Program" means the Xbox One Greatest Hits program.
1.2. "Greatest Hits FPU" means each unit of a Software Title that qualifies for and participates in the Greatest Hits Program.
1.3. "Greatest Hits Software Title" means any Software Title that qualifies to participate in the Greatest Hits Program pursuant to Section 1.5 of Exhibit 1.
1.4. "Standard FPU" means an FPU of a Software Title that is not a Greatest Hits FPU.
1.5. "Standard Software Title" means any Software Title that is not a Greatest Hits Software Title.

2. Minimum Order Quantities. Beginning on the later of the date this Amendment is executed by Microsoft or \*\*\*, Section 7.10 of the Xbox One PLA shall be deleted in its entirety and replaced with the following:

7.10 Minimum order quantities. \*\*\*, Publisher's first FPU order for a Software Title must at least meet the full minimum order quantities ("MOQs") as described below and in

\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

the Publisher Guide. Microsoft may update and revise the MOQs in \*\*. Current MOQs are set forth in Table 1 below. Publisher must meet MOQs independently for each Sales Territory. For example, if an FPU is released in both the \*\*.

Table with 3 columns of redacted content (\*\*\*).

3. Payment for MOQ shortfall. A new Section 7.10.1 shall be added to the Xbox One PLA as follows:

7.10.1 Payment for MOQ shortfall. On a Software Title by Software Title basis, if Publisher fails to satisfy any of the MOQ requirements set forth in Section 7.10 within \*\*, Publisher shall, \*\*, pay Microsoft a royalty equal to the applicable royalty for such \*\*.

4. Platform Royalty. Beginning on the later of the date this Amendment is executed by Microsoft or \*\*\*, Section 1 of Exhibit 1 of the Xbox One PLA shall be deleted in its entirety and replaced with the following:

1. Platform royalty. For each FPU manufactured on or after \*\*\*, Publisher will pay Microsoft \*\*\* of this Exhibit 1, and based on the \*\*. To determine the applicable royalty \*\*.





1.5.5 Publisher acknowledges that Microsoft may change any of the qualifications for participation in a Greatest Hits Program upon [\*\*\*] written notice to Publisher.

1.5.6 Publisher shall submit to Microsoft, at least [\*\*\*] prior to the targeted Commercial Release of the Greatest Hits Software Title, a completed and signed Xbox One Greatest Hits Programs Election Form in the form attached hereto as Exhibit 7 (as may be updated via the Publisher Guide) for each Sales Territory. The Xbox One Greatest Hits Programs Election Form will be effective once it has been approved by Microsoft. If a Greatest Hits Software Title does not have an approved Xbox One Greatest Hits Programs Election Form as required hereunder (e.g., as a result of the Publisher not providing an Xbox One Greatest Hits Programs Election Form or because Microsoft has not approved the Xbox One Greatest Hits Programs Election Form), [\*\*\*] (i.e., if Microsoft does not approve an Xbox One Greatest Hits Programs Election Form because it is filled out incorrectly, the royalty rate will default to the Royalty Tier that applied to the last manufacturing of the Software Title). Publisher may elect either [\*\*\*] at initial Commercial Release as a Greatest Hits Software Title provided that the Greatest Hits Software Title meets the [\*\*\*] requirements set forth in Table 1 above.

1.5.7 After [\*\*\*] from the Commercial Release of a Greatest Hits Software Title, Publisher may elect to change the previously elected Greatest Hits Tier royalty rate for such Greatest Hits Software Title to a lower Greatest Hits Tier royalty rate in a specific Sales Territory provided that the Greatest Hits Software Title has a [\*\*\*] that meets the requirements for the newly elected Greatest Hits Tier royalty rate in Table 1 above.

1.5.8 To change a previously elected Greatest Hits Tier royalty, Publisher must submit to Microsoft, at least [\*\*\*] before placing the first manufacturing order for the applicable Greatest Hits Software Title, a completed Xbox One Greatest Hits Royalty Tier Migration Form (a "Greatest Hits Tier Migration Form") set forth in Exhibit 8 for each Sales Territory. The change in royalty rate will only apply to manufacturing orders for such Greatest Hits Software Title placed after the relevant Greatest Hits Tier Migration Form has been approved by Microsoft.

7. **Asian Language Localization Incentive.** Beginning on the later of the date this Amendment is executed by Microsoft or [\*\*\*], the following new Section 1.6 (Asian Language Localization Incentive) shall be added to Exhibit 1, Section 1 of the Xbox One PLA:

1.6 **Asian Language Localization Incentive Program.** As of [\*\*\*], and continuing through [\*\*\*], a Software Title that is Commercially Released in the Asian Sales Territory that meets the requirements set forth in Sections 1.6.1 and 1.6.2 below may qualify for a royalty rate that is [\*\*\*] the royalty rate applicable to the Software Title's WSP:

1.6.1 [\*\*\*]

(i) The text and subtitles of the Software Title must be localized into Simplified and Traditional Chinese language (other languages are permitted); and

(ii) The Packaging Materials must be in the Traditional Chinese language and support for Simplified Chinese language must be indicated on the Packaging Materials; and

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

(iii) The Software Title must Commercially Release in all countries (with India being optional) in the Asian Sales Territory.

1.6.2 [\*\*\*]

(i) The text and subtitles of the Software Title must be localized into the Korean language; and/or

(ii) The Software Title is publicly announced that it will be localized for Simplified Chinese and Traditional Chinese languages no later than [\*\*\*], and the corresponding FPU's must be manufactured and Commercially Released no later than [\*\*\*]. If the Software Title is also localized for the Korean language, and Publisher is intending to receive the Additional Tier Discount for Korean localization, then the Korean-language localization must also be included in the public announcement.

1.6.3 **Asian Language Localization Incentive Platform Royalty.** [\*\*\*], Publisher will pay to Microsoft nonrefundable royalties per Table 3.2 of this Exhibit 1. [\*\*\*].

			[***]		
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]
[***]	[***]	[***]	[***]	[***]	[***]

1.6.4 Units manufactured for the Asian Sales Territory that qualify for this program will not qualify for the Unit Discount calculation set forth in Section 1.3 of Exhibit 1, Table 3, nor will the Software Titles be permitted to migrate royalty tiers under Section 1.4 of Exhibit 1 while participating in this program. Such units will be included in the Greatest Hits Program manufacturing requirements set forth in Section 1.5 (Table 3.1). With respect to any single Software Title, all units manufactured in addition [\*\*\*] will be charged the applicable Royalty Tier based on the WSP of the Software Title for the Asian Sales Territory designated in Section 1, Exhibit 1, Tables 1 and 2.

1.6.6 Publisher shall submit to Microsoft, at least [\*\*\*] prior to the targeted Commercial Release of the Software Title, a completed "Xbox One Asian Language Localization Tier Selection Form" for each Software Title in the form attached to this agreement as Exhibit 9 (as may be updated via the Publisher Guide). The selection in such form will be effective only once approved by Microsoft. If the Software Title does not have an approved Xbox One

8. **Xbox Live Incentive.** Exhibit 6, Section 7 of the Xbox One PLA is hereby replaced with the following:

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

7. **Program Term, Termination, and Changes.** This Xbox Live Incentive Program will commence on [\*\*\*], and will be available until [\*\*\*], unless earlier terminated by Microsoft upon written notice to Publisher (“Program Term”). Microsoft may change or discontinue the Xbox Live Incentive Program by providing Publisher with [\*\*\*] written notice.

9. **Exhibits.** Exhibit 2 of the Xbox One PLA is hereby amended and restated in its entirety as attached hereto. Exhibits 7, 8 and 9 are hereby added to the Xbox One PLA as attached hereto.

10. Except and to the extent expressly modified by this Amendment, the Xbox One PLA shall remain in full force and effect and is hereby ratified and confirmed. In the event of any conflict between this Amendment and the Xbox One PLA the terms of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the Amendment Effective Date.

**Microsoft Corporation**

Signature: Mohammad Shafaqat  
Name: Mohammad Shafaqat  
Title: xbox Program Manager  
Date: 9/2/2015

**Take-Two Interactive Software, Inc.**

Signature: Dan Emerson  
Name: Dan Emerson  
Title: EVP & GC  
Date: 9/2/2015

[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.

**EXHIBIT 2 — XBOX ONE ROYALTY TIER SELECTION FORM**

Please complete and sign the form, and submit via email to 3PPOPS@microsoft.com with CC to your Account Manager or submit electronically. If more information on electronic submission is needed, please contact your Account Manager.

- A. This form must be submitted at least [\*\*\*] prior to the first manufacturing order being placed for the Software Title for each respective Sales Territory. If this form is not submitted on time or is rejected by Microsoft, the royalty rate will [\*\*\*] for the applicable Sales Territory.
- B. A separate form must be submitted for each Sales Territory.
- C. Initial order must meet MOQ for the Sales Territory listed in Section 7.10, Table 1 of the Agreement and the Publisher Guide.
- D. If a Base Game edition and a non-standard edition (such as GOTY, Special, Limited, Collectors’ Editions or Compilations) will both be commercially available, the “Xbox One Royalty Tier Selection Form for Non-Standard or Bundle Editions” must also be submitted.

1. Publisher Name:

2. Xbox One Software Title Name:

3. Date of First Commercial Release (mm/dd/yy):

4. Sales Territory or Program (check one):

- North America
- European
- Australian
- South American
- Asian
- Japan

5. Final Certification Date(mm/dd/yy):

6. [\*\*\*]:

[\*\*\*] [\*\*\*]

[\*\*\*] [\*\*\*]

[\*\*\*]

The undersigned represents that he/she has authority to submit this form on behalf of the above Publisher, and that the information contained herein is true and accurate.

To avoid manufacturing delays at your Authorized Replicator, your disc manufacturing order must include the intended Sales Territory or Program as indicated above.

By (sign)

Name, Title (Print)

E-Mail Address (for confirmation of receipt)

Date (Print mm/dd/yy)

**\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.**

**EXHIBIT 7 — XBOX ONE GREATEST HITS PROGRAM**

Please complete, sign the form, and submit via email to 3PPOPS@MICROSOFT.COM with CC to your Account Manager.

- A. This form must be submitted by Publisher at least \*\*\* prior to the target Commercial Release date for a Software Title in a Greatest Hits Program in any Sales Territory. If this form is not submitted on time or is rejected by Microsoft, orders will be held from manufacturing until such time MS has approved and/or configured the request in their systems.
- B. A separate form must be submitted for each Sales Territory and for each Greatest Hits Program in which Publisher wishes to publish a Software Title as part of a Greatest Hits Program.

1. Publisher Name:
2. Xbox One Software Title Name:
3. BinaryID(s)of build to manufacture: *If not available to Publisher, please leave blank.*

4. \*\*\*

***	***	***	***	***	***
***					
***	***	***	***	***	***

5. Date of Commercial Release of Software Title in applicable Sales Territory (mm/dd/yy):
6. Number of Standard FPU's manufactured to date for the Software Title in the applicable Sales Territory:
7. Projected Commercial Release date of Software Title in the applicable Sales Territory as part of Hits Program mm/dd/yy):
8. Initial order quantity of Hits Titles manufactured for Sales Territory:

The undersigned represents that he/she has authority to submit this form on behalf of the above Publisher, and that the information contained herein is true and accurate.

To avoid manufacturing delays at your Authorized Replicator, your disc manufacturing order must include:

- Xbox One Sales Territory
- Greatest Hits Program

By (sign)

Name, Title (Print)

E-Mail Address (for confirmation of receipt)

Date (Print mm/dd/yy)

**\*\*\* INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.**

**EXHIBIT 8 - XBOX ONE GREATEST HITS ROYALTY TIER MIGRATION FORM**

Please complete, sign the form, and submit via email to 3PPOPS@MICROSOFT.COM with CC to your Account Manager.

- A. This form must be submitted at least [\*\*\*] prior to the first manufacturing order under the new Royalty Tier selected in this form. If this form is not submitted on time or is rejected by Microsoft, the royalty rate will default to the Greatest Hits Royalty Tier under which the Software Title was last manufactured.
- B. A Software Title must have been Commercially Released as a Greatest Hits FPU for at least [\*\*\*] in a Sales Territory prior to the Software Title’s first migration to a new Royalty Tier in such Sales Territory.
- C. A separate form must be submitted for each tier migration for the Sales Territory in which Publisher desires to change the applicable Royalty Tier.

- 1. Publisher Name:
- 2. Xbox One Software Title Name:
- 3. BinaryID(s)of build to manufacture:

4. Sales Territory (check one):

- North America
- European
- Australian
- South American
- Asian
- Japan

5. [\*\*\*]  
[\*\*\*]

The undersigned represents that he/she has authority to submit this form on behalf of the above Publisher, and that the information contained herein is true and accurate.

To avoid manufacturing delays at your Authorized Replicator, your disc manufacturing order must include:

- Sales Territory
- Greatest Hits Program

\_\_\_\_\_  
By (sign)

\_\_\_\_\_  
Name, Title (Print)

\_\_\_\_\_  
E-Mail Address (for confirmation of receipt)

\_\_\_\_\_  
Date (Print mm/dd/yy)

**[\*\*\*] INDICATES MATERIAL THAT WAS OMITTED AND FOR WHICH CONFIDENTIAL TREATMENT WAS REQUESTED. ALL SUCH OMITTED MATERIAL WAS FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION PURSUANT TO THE RULES APPLICABLE TO SUCH CONFIDENTIAL TREATMENT REQUEST.**

**EXHIBIT 9 — XBOX ONE ASIAN LANGUAGE LOCALIZATION TIER SELECTION FORM**

Please complete and sign the form, and submit via email to 3PPOPS@microsoft.com with CC to your Account Manager or submit electronically. If more information on electronic submission is needed, please contact your Account Manager.

- A. This form must be submitted at least [\*\*\*] prior to the first manufacturing order being placed for the Software Title for each respective Sales Territory. If this form is not submitted on time or is rejected by Microsoft, the royalty rate will default to Tier 1 for the applicable Sales Territory.
- B. Initial order must meet MOQ for the Asian Sales Territory listed in Section 7.10, Table 1 of the Agreement and the Publisher Guide.
- C. If a Base Game edition and a non-standard edition (such as GOTY, Special, Limited, Collectors’ Editions or Compilations) will both be commercially available, the “Xbox One Royalty Tier Selection Form for Non-Standard or Bundle Editions” must also be submitted.

- 1. Publisher Name:
- 2. Xbox One Software Title Name:
- 3. Date of First Commercial Release (mm/dd/yy):
- 4. Final Certification Date(mm/dd/yy):

5. [\*\*\*]  
[\*\*\*]

[\*\*\*]

[\*\*\*]

- [\*\*\*]
- [\*\*\*]
- [\*\*\*]

[\*\*\*]

[\*\*\*]

[\*\*\*]

[\*\*\*]

[\*\*\*]

- [\*\*\*]

[\*\*\*]

[\*\*\*]

- [\*\*\*]

[\*\*\*]

The undersigned represents that he/she has authority to submit this form on behalf of the above Publisher, and that the information contained herein is true and accurate.

To avoid manufacturing delays at your Authorized Replicator, your disc manufacturing order must include:

- Asian Sales Territory
- Asian Language Localization Program (ALLP)

\_\_\_\_\_  
By (sign)

\_\_\_\_\_  
Name, Title (Print)

\_\_\_\_\_  
E-Mail Address (for confirmation of receipt)

\_\_\_\_\_  
Date (Print mm/dd/yy)

**TAKE-TWO INTERACTIVE SOFTWARE, INC.  
AMENDMENT TO  
RESTRICTED UNIT AGREEMENT**

This Amendment (this “**Amendment**”) to the Restricted Unit Agreement, dated as of April 1, 2014 (the “**Agreement**”), by and between Take-Two Interactive Software, Inc. (the “**Company**”) and ZelnickMedia Corporation (the “**Participant**”), is made effective as of March 31, 2016.

**WHEREAS**, the Company and the Participant are parties to the Agreement; and

**WHEREAS**, the Company and the Participant now desire to amend the Agreement in order to amend the vesting dates applicable to certain Restricted Units granted pursuant to the Agreement.

**NOW, THEREFORE**, in consideration of the covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. **Capitalized Terms.** Capitalized terms that are not defined in this Amendment shall have the meanings ascribed thereto in the Agreement.
2. **Amendment to the Agreement.** The Agreement is hereby amended as follows:
  - (a) Section A of Annex A to the Agreement shall be amended in its entirety to read as follows: “Subject to Section C, 178,654 of the Restricted Units shall become vested on May 20, 2016”.
  - (b) The second sentence of Section B(i) of Annex A to the Agreement shall be amended in its entirety to read as follows: “Subject to Section C, on the second (2<sup>nd</sup>) anniversary of the Grant Date, a number of TSR Performance-Based Units shall become earned equal to the product of (x) the target number of TSR Performance-Based Units eligible to vest pursuant to this Section B(i) *multiplied by* (y) the TSR Vesting Percentage, rounded down to the nearest whole TSR Performance-Based Unit, which earned TSR Performance-Based Units shall vest on May 20, 2016”.
  - (c) The second sentence of Section B(ii) of Annex A to the Agreement shall be amended in its entirety to read as follows: “Subject to Section C, on the second (2<sup>nd</sup>) anniversary of the Grant Date, a number of New IP Performance-Based Units shall become earned equal to the product of (x) the target number of New IP Performance-Based Units eligible to vest pursuant to this Section B(i) *multiplied by* (y) the New IP Vesting Percentage, rounded down to the nearest whole New IP Performance-Based Unit, which earned New IP Performance-Based Units shall vest on May 20, 2016”.
  - (d) The second sentence of Section B(iii) of Annex A to the Agreement shall be amended in its entirety to read as follows: “Subject to Section C, on the  
  
second (2<sup>nd</sup>) anniversary of the Grant Date, a number of Major IP Performance-Based Units shall become earned equal to the product of (x) the target number of Major IP Performance-Based Units eligible to vest pursuant to this Section B(i) *multiplied by* (y) the Major IP Vesting Percentage, rounded down to the nearest whole Major IP Performance-Based Unit, which earned Major IP Performance-Based Units shall vest on May 20, 2016”.
  - (e) Section C of Annex A to the Agreement shall be amended by replacing the references therein to “the second (2<sup>nd</sup>) anniversary of the Grant Date” with “May 20, 2016”.
  - (f) Notwithstanding the foregoing amendments or anything to the contrary in the Agreement, and for the avoidance of doubt: (i) April 1, 2016, shall be the date used to calculate the Applicable Vesting Percentage to determine the number of Performance-Based Units earned pursuant to Sections B(i), B(ii) and B(iii) of Annex A to the Agreement, as applicable; (ii) the number of Performance-Based Units that shall vest in the event of a Qualifying Termination or a Change in Control pursuant to Sections C(i) and C(ii) of Annex A to the Agreement, respectively, shall be the actual number of Performance-Based Units earned pursuant to Sections B(i), B(ii) and B(iii) of Annex A to the Agreement, as applicable, to be calculated based on performance through April 1, 2016; and (iii) notwithstanding anything in Section D(ii) of Annex A to the Agreement to the contrary, any Performance-Based Units that are not earned pursuant to Sections B(i), B(ii) and B(iii) of Annex A to the Agreement, as applicable, based on performance through April 1, 2016, shall automatically be forfeited and shall revert back to the Company without compensation to the Participant.
3. **Ratification and Confirmation.** Except as specifically amended hereby, the Agreement is hereby ratified and confirmed in all respects and remains in full force and effect, it being the intention of the parties hereto that this Amendment and the Agreement be read, construed and interpreted as one and the same instrument. In the event of any conflict between the terms of this Amendment and the terms of the Agreement, the terms of this Amendment shall control.
4. **Affirmations of the Participant.** By the Participant’s signature below, the Participant represents to and agrees with the Company that the Participant hereby accepts this Amendment subject to all of the terms and provisions hereof. The Participant has reviewed this Amendment in its entirety, has had an opportunity to obtain the advice of counsel prior to executing this Amendment and fully understands all of the provisions of this Amendment.
5. **Governing Law.** This Amendment shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to principles of conflict of laws.

6. **Headings.** Section headings are for convenience only and shall not be considered a part of this Amendment.

7. **Counterparts.** This Amendment may be executed in counterparts, each of which shall constitute an original, but all of which when taken together shall constitute a single contract.

\* \* \*

**IN WITNESS WHEREOF**, the parties have executed this Amendment to the Agreement on March 30, 2016.

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

By: /s/ Lainie Goldstein  
Name: Lainie Goldstein  
Title: Chief Financial Officer

**ZELNICKMEDIA CORPORATION**

By: /s/ Karl Slatoff  
Name: Karl Slatoff  
Title: Partner

*[Signature Page to Restricted Unit Agreement Amendment]*

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**Subsidiaries of the Company**

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
2K Australia Pty. Ltd.	Australia
2K Czech, s.r.o.	Czech Republic
2K Games (Chengdu) Co., Ltd.	China
2K Games (Hangzhou) Co. Ltd.	China
2K Games (Shanghai) Co., Ltd.	China
2K Games, Inc.	Delaware
2K, Inc.	New York
2K Marin, Inc.	Delaware
2K Play, Inc.	Delaware
2K Games Songs LLC	Delaware
2K Games Sounds LLC	Delaware
2K Games Tunes LLC	Delaware
2K Vegas, Inc.	Delaware
2KSports, Inc.	Delaware
Cat Daddy Games, L.L.C.	Washington
Digital Productions S.A.	Luxembourg
DMA Design Holdings Limited	United Kingdom
Double Take LLC	Delaware
Firaxis Games, Inc.	Delaware
Frog City Software, Inc.	Delaware
Gathering of Developers, Inc.	Texas
Gearhead Entertainment, Inc.	Pennsylvania
Indie Built, Inc.	Delaware
Inventory Management Systems, Inc.	Delaware
Irrational Games, LLC	Delaware
Jack of All Games Norge A.S.	Norway
Jack of All Games Scandinavia A.S.	Norway
Joytech Europe Limited	United Kingdom
Joytech Ltd.	Hong Kong
Kush Games, Inc.	California
Maxcorp Ltd.	Bermuda
Rockstar Events Inc.	New York
Rockstar Games, Inc.	Delaware
Rockstar Games Songs LLC	Delaware
Rockstar Games Sounds LLC	Delaware
Rockstar Games Toronto ULC	British Columbia
Rockstar Games Tunes LLC	Delaware
Rockstar Games Vancouver ULC	British Columbia
Rockstar Interactive India LLP	India
Rockstar International Limited	United Kingdom
Rockstar Leeds Limited	United Kingdom
Rockstar Lincoln Limited	United Kingdom
Rockstar London Limited	United Kingdom
Rockstar New England, Inc.	Delaware
Rockstar North Limited	United Kingdom
Rockstar San Diego, Inc.	Virginia
T2 Developer, Inc.	Delaware
Take 2 Interactive Software Pty. Ltd.	Australia

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<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Take 2 Productions, Inc.	Delaware
Take-Two Asia Pte. Ltd.	Singapore
Take-Two Chile SpA	Chile
Take-Two Europe (Holdings) Limited	United Kingdom
Take-Two GB Limited.	United Kingdom
Take-Two Holdings II LLC	Delaware
Take Two Holdings LLC	Delaware
Take-Two Interactive Austria GmbH	Austria
Take-Two Interactive Benelux B.V.	Netherlands
Take-Two Interactive Canada Holdings, Inc.	Ontario
Take-Two Interactive Canada, Inc.	Ontario
Take-Two Interactive Espana S.L.	Spain
Take-Two Interactive France SAS	France
Take-Two Interactive GmbH	Germany
Take-Two Interactive Japan G.K.	Japan
Take-Two Interactive Korea Ltd.	South Korea
Take-Two Interactive Software Europe Limited	United Kingdom
Take-Two Interactive Software UK Limited	United Kingdom
Take-Two International B.V.	Netherlands
Take-Two International Holdings L.P.	Cayman Islands
Take Two International GmbH	Switzerland
Talonsoft, Inc.	Delaware
Techcorp Ltd.	Hong Kong
Venom Games Limited	United Kingdom
Visual Concepts China Co., Ltd.	China
Visual Concepts Entertainment	California
VLM Entertainment Group, Inc.	Delaware
WC Holdco, Inc.	New York

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## QuickLinks

[Exhibit 21.1](#)

[Subsidiaries of the Company](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-158735, 333-177822, 333-191993 and 333-198787 and Form S-3 Nos. 333-189246, 333-204318 and 333-204339) of Take-Two Interactive Software, Inc., of our reports dated May 18, 2016, with respect to the consolidated financial statements of Take-Two Interactive Software, Inc. and the effectiveness of internal control over financial reporting of Take-Two Interactive Software, Inc. included in its Annual Report (Form 10-K) for the year ended March 31, 2016 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

New York, New York

May 18, 2016

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QuickLinks

[Exhibit 23.1](#)

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)

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

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
Section 302 Certification**

I, Strauss Zelnick, certify that:

1. I have reviewed this Annual Report on Form 10-K of Take-Two Interactive Software, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 18, 2016

/s/ STRAUSS ZELNICK

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Strauss Zelnick  
*Chairman and Chief Executive Officer*

## QuickLinks

[Exhibit 31.1](#)

[TAKE-TWO INTERACTIVE SOFTWARE, INC. and SUBSIDIARIES CERTIFICATION OF CHIEF EXECUTIVE OFFICER Section 302 Certification](#)

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

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
Section 302 Certification**

I, Lainie Goldstein, certify that:

1. I have reviewed this Annual Report on Form 10-K of Take-Two Interactive Software, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 18, 2016

/s/ LAINIE GOLDSTEIN

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Lainie Goldstein  
Chief Financial Officer

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## QuickLinks

[Exhibit 31.2](#)

[TAKE-TWO INTERACTIVE SOFTWARE, INC. and SUBSIDIARIES CERTIFICATION OF CHIEF FINANCIAL OFFICER Section 302 Certification](#)



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

**CERTIFICATION PURSUANT TO  
18 U. S. C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Take-Two Interactive Software, Inc. (the "Company") on Form 10-K for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Strauss Zelnick, as Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 18, 2016

/s/ STRAUSS ZELNICK

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Strauss Zelnick  
*Chairman and Chief Executive Officer*

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## QuickLinks

### [EXHIBIT 32.1](#)

[TAKE-TWO INTERACTIVE SOFTWARE, INC. and SUBSIDIARIES CERTIFICATION PURSUANT TO 18 U. S. C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

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

**CERTIFICATION PURSUANT TO  
18 U. S. C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Take-Two Interactive Software, Inc. (the "Company") on Form 10-K for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lainie Goldstein, as Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 18, 2016

/s/ LAINIE GOLDSTEIN

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Lainie Goldstein  
*Chief Financial Officer*

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## QuickLinks

### [EXHIBIT 32.2](#)

[TAKE-TWO INTERACTIVE SOFTWARE, INC. and SUBSIDIARIES CERTIFICATION PURSUANT TO 18 U. S. C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)