

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Slatoff Karl</u> (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.</u> <u>622 BROADWAY</u> (Street) <u>NEW YORK NY 10012</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/20/2015		A		525,591 ⁽¹⁾	A	\$0	2,278,081 ⁽¹⁾⁽²⁾	I	By Zelnick Media Corporation ⁽¹⁾⁽²⁾
Common Stock	05/20/2015		D		24,750 ⁽³⁾	D	\$0	2,253,331 ⁽³⁾⁽⁴⁾	I	By Zelnick Media Corporation ⁽³⁾⁽⁴⁾
Common Stock	05/20/2015		S		152,386 ⁽⁵⁾	D	\$27.7179 ⁽⁶⁾	1,976,268 ⁽⁵⁾⁽⁷⁾⁽⁸⁾	I	By Zelnick Media Corporation ⁽⁵⁾⁽⁷⁾⁽⁸⁾
Common Stock								19,948 ⁽⁹⁾	D	
Common Stock	05/20/2015		S		19,948 ⁽¹⁰⁾	D	\$27.5169 ⁽¹¹⁾	0	D	
Common Stock	05/21/2015		S		152,386 ⁽¹²⁾	D	\$27.64 ⁽¹³⁾	1,699,205 ⁽¹²⁾⁽¹⁴⁾⁽¹⁵⁾	I	By Zelnick Media Corporation ⁽¹²⁾⁽¹⁴⁾⁽¹⁵⁾
Common Stock								19,948 ⁽¹⁶⁾	D	
Common Stock	05/21/2015		S		19,948 ⁽¹⁷⁾	D	\$27.64 ⁽¹⁸⁾	0	D	

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

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

Explanation of Responses:

- Represents the grant of 525,591 restricted units to ZelnickMedia Corporation ("ZelnickMedia") pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on May 20, 2015. Includes 151,575 time-based restricted units that vest on April 1, 2017 and 374,016 performance-based restricted units. Further information regarding the Restricted Unit Agreement and the restricted units, including the vesting schedule, is available in the Company's Registration Statement on Form S-3 filed with the Commission on March 20, 2015.
- Represents 2,278,081 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such shares are not held individually by Mr. Slatoff).
- Forfeiture of shares of performance-based restricted stock previously granted to ZelnickMedia due to the failure to meet performance conditions.
- Represents 2,253,331 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such shares are not held individually by Mr. Slatoff).
- The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including ZelnickMedia, of which Mr. Slatoff is a partner, and was effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of shares of restricted stock previously granted to ZelnickMedia, as further described in Footnote (7) below. The registration statement was filed with, and was declared effective on May 20, 2015 by, the Commission.
- Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.32 to \$28.15, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
- On May 20, 2015, 277,063 shares of restricted stock previously granted to ZelnickMedia vested and ZelnickMedia (i) distributed a total of 124,677 shares to its partners, including 19,948 shares to Mr. Slatoff, pursuant to a Section 16 exempt transaction and (ii) sold a total of 152,386 shares pursuant to the registration statement referred to in Footnote (5) to satisfy the tax obligations of its partners receiving shares in the distribution.
- Represents 1,976,268 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such shares are not held individually by Mr. Slatoff). Does not include 124,677 shares distributed by ZelnickMedia to its affiliates (including Mr. Slatoff) pursuant to the Section 16 exempt transactions referred to in Footnote (7) above.
- Represents 19,948 shares of Common Stock held directly by Mr. Slatoff, including 19,948 shares acquired by Mr. Slatoff pursuant to the Section 16 exempt distribution referred to in Footnote (7) above.
- The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including the Reporting Person. The registration statement was filed with, and was

declared effective on May 20, 2015 by, the Commission.

11. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.50 to \$27.55, inclusive. Upon request, the Reporting Person undertakes to provide full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.

12. The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including ZelnickMedia, of which Mr. Slatoff is a partner, and was effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of shares of restricted stock previously granted to ZelnickMedia, as further described in Footnote (14) below. The registration statement was filed with, and was declared effective on May 20, 2015 by, the Commission.

13. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.54 to \$27.86. Upon request, the Reporting Person undertakes to provide full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.

14. On May 21, 2015, 277,063 shares of restricted stock previously granted to ZelnickMedia vested and ZelnickMedia (i) distributed a total of 124,677 shares to its partners, including 19,948 shares to Mr. Slatoff, pursuant to a Section 16 exempt transaction and (ii) sold a total of 152,386 shares pursuant to the registration statement referred to in Footnote (12) to satisfy the tax obligations of its partners receiving shares in the distribution.

15. Represents 1,699,205 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such shares are not held individually by Mr. Slatoff). Does not include 124,677 shares distributed by ZelnickMedia to its affiliates (including Mr. Slatoff) pursuant to the Section 16 exempt transactions referred to in Footnote (14) above.

16. Represents 19,948 shares of Common Stock held directly by Mr. Slatoff, including 19,948 shares acquired by Mr. Slatoff pursuant to the Section 16 exempt distribution referred to in Footnote (14) above.

17. The transaction reported on this Form 4 was effected pursuant to a registration statement by certain selling stockholders, including the Reporting Person. The registration statement was filed with, and was declared effective on May 20, 2015 by, the Commission.

18. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$27.5 to \$27.92, inclusive. Upon request, the Reporting Person undertakes to provide full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.

/s/ Karl Slatoff

05/22/2015

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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