

Slatoff Karl  
Form 4  
April 04, 2018

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Slatoff Karl

2. Issuer Name **and** Ticker or Trading  
Symbol  
TAKE TWO INTERACTIVE  
SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O TAKE-TWO INTERACTIVE  
SOFTWARE, INC., 110 WEST  
44TH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/02/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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                    | 04/02/2018                           |                                                    | D                              |                                                                   | 33,174<br>(1)     | D          | \$ 0                                                                                          | 569,043 (1)<br>(2)                                       | I                                                     | By Zelnick Media Corporation<br>(1) (2) |
| Common Stock                    | 04/02/2018                           |                                                    | S                              |                                                                   | 36,958<br>(3) (4) | D          | \$ 94.6612<br>(5)                                                                             | 532,085 (4)<br>(6)                                       | I                                                     | By Zelnick Media Corporation<br>(4) (6) |
| Common Stock                    | 04/02/2018                           |                                                    | S                              |                                                                   | 87,057<br>(3) (4) | D          | \$ 95.5823                                                                                    | 445,028 (4)<br>(8)                                       | I                                                     | By Zelnick Media                        |

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|                 |            |               |                                  |   |                           |                                    |   |                                                               |
|-----------------|------------|---------------|----------------------------------|---|---------------------------|------------------------------------|---|---------------------------------------------------------------|
|                 |            |               |                                  |   | <u>(7)</u>                |                                    |   | Corporation<br><u>(4)</u> <u>(8)</u>                          |
| Common<br>Stock | 04/02/2018 | S             | 103,656<br><u>(3)</u> <u>(4)</u> | D | \$ 96,2719<br><u>(9)</u>  | 341,372 <u>(4)</u><br><u>(10)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(10)</u>  |
| Common<br>Stock | 04/02/2018 | J <u>(11)</u> | 62,686<br><u>(11)</u>            | D | \$ 0                      | 278,686 <u>(11)</u><br><u>(12)</u> | I | By Zelnick<br>Media<br>Corporation<br><u>(11)</u> <u>(12)</u> |
| Common<br>Stock | 04/03/2018 | S             | 3,785 <u>(3)</u><br><u>(4)</u>   | D | \$ 94.362<br><u>(13)</u>  | 274,901 <u>(4)</u><br><u>(14)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(14)</u>  |
| Common<br>Stock | 04/03/2018 | S             | 7,284 <u>(3)</u><br><u>(4)</u>   | D | \$ 95.3117<br><u>(15)</u> | 267,617 <u>(4)</u><br><u>(16)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(16)</u>  |
| Common<br>Stock | 04/03/2018 | S             | 1,194 <u>(3)</u><br><u>(4)</u>   | D | \$ 96.2537<br><u>(17)</u> | 266,423 <u>(4)</u><br><u>(18)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(18)</u>  |
| Common<br>Stock | 04/04/2018 | S             | 7,785 <u>(3)</u><br><u>(4)</u>   | D | \$ 93.3863<br><u>(19)</u> | 258,638 <u>(4)</u><br><u>(20)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(20)</u>  |
| Common<br>Stock | 04/04/2018 | S             | 300 <u>(3)</u><br><u>(4)</u>     | D | \$ 93.9467<br><u>(21)</u> | 258,338 <u>(4)</u><br><u>(22)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(22)</u>  |
| Common<br>Stock | 04/04/2018 | S             | 4,178 <u>(4)</u>                 | D | \$ 95                     | 254,160 <u>(4)</u><br><u>(23)</u>  | I | By Zelnick<br>Media<br>Corporation<br><u>(4)</u> <u>(23)</u>  |

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

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SEC 1474  
(9-02)

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

|                                       |                              |                                         |                                         |                        |                 |                                                                |                                         |                                       |                |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|----------------|
| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying | 8. Price of<br>Derivative<br>Security | 9. Nu<br>Deriv |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|----------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene-<br>ficial<br>Own-<br>ers<br>Follo-<br>wing<br>Repor-<br>ting<br>(Instr. |
|------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|--------------------------------|------------|-------------------------------------------------------------------------------|
| Code       | V                                  | (A)              | (D)        | Date<br>Exercisable                                                                             | Expiration<br>Date             | Title      | Amount<br>or<br>Number<br>of<br>Shares                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |           |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                                                       | Director      | 10% Owner | Officer   | Other |
| Slatoff Karl<br>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.<br>110 WEST 44TH STREET<br>NEW YORK, NY 10036 |               |           | President |       |

## Signatures

/s/ Karl Slatoff                      04/04/2018  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* 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).
- (1) Represents the forfeiture of performance-based units previously granted to ZelnickMedia due to the failure to meet certain performance conditions.
- (2) Represents 229,282 restricted units and 339,761 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (3) These transactions are reported on separate lines due to the range of the sale prices.
- (4) On April 2, 2018, 339,761 restricted units previously granted to ZelnickMedia vested. Such restricted units were registered at the time of grant pursuant to a registration statement filed with the Commission which was automatically declared effective on May 20, 2016. The reported sale transactions were effected pursuant to Rule 10b5-1 trading plans, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.
- (5) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$94.01 to \$95.01, 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.
- (6) Represents 229,282 restricted units and 302,803 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (7) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$95.02 to \$96.02, 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.

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- (8) Represents 229,282 restricted units and 215,746 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (9) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$96.03 to \$96.98, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
- (10) Represents 229,282 restricted units and 112,090 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (11) On April 2, 2018, 339,761 restricted units previously granted to ZelnickMedia vested and ZelnickMedia distributed a total of 62,686 shares received upon vesting to its partners, but none of which were distributed to Mr. Slatoff.
- (12) Represents 229,282 restricted units and 49,404 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (13) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$93.98 to \$94.92, 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.
- (14) Represents 229,282 restricted units and 45,619 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (15) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$95.00 to \$96.00, 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.
- (16) Represents 229,282 restricted units and 38,335 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (17) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$96.04 to \$96.65, inclusive. Upon request, the Reporting Person undertakes to provide the full sale information regarding the number of shares sold at each price increment to the Commission, the issuer or any security holder of the issuer.
- (18) Represents 229,282 restricted units and 37,141 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (19) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$92.85 to \$93.79, 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.
- (20) Represents 229,282 restricted units and 29,356 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (21) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$93.91 to \$94.00, 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.
- (22) Represents 229,282 restricted units and 29,056 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.
- (23) Represents 229,282 restricted units and 24,878 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

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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