

TAKE TWO INTERACTIVE SOFTWARE INC  
 Form 4  
 April 03, 2014

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ZELNICK STRAUSS**

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., 622 BROADWAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO**

(Street)  
**NEW YORK, NY 10012**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	04/01/2014		A		619,490 <sup>(1)</sup>	A	\$ 0
					2,514,240 <sup>(1)</sup>	I	
					<sup>(2)</sup> <sup>(3)</sup>		
Common Stock					135,000 <sup>(4)</sup>	I	By Wendy Jay Belzberg 2012 Family Trust <sup>(4)</sup>
Common Stock					81,761 <sup>(5)</sup>	I	By Zelnick Belzberg

Living Trust  
(5)

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNICK STRAUSS C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012	X			Chairman, CEO

## Signatures

Strauss Zelnick                      04/03/2014  
 \*\*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).  
 Represents the grant of 619,490 restricted units to ZelnickMedia Corporation ("ZelnickMedia") pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 1, 2014 (the "Effective Date"). Includes 178,654 shares of  
 (1) time-based restricted units that vest on April 1, 2016 and 440,836 shares of 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 Current Report on Form 8-K filed with the Securities and Exchange Commission on March 10, 2014.

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- (2) On February 27, 2014, ZelnickMedia distributed a total of 36,591 shares to its partners, including 14,636 shares to Mr. Zelnick, pursuant to a Section 16 exempt transaction.
- Represents 2,514,240 shares of Common Stock held directly by ZelnickMedia (such shares are not held individually by Mr. Zelnick).
- (3) Does not include 21,955 shares distributed by ZelnickMedia to its affiliates (other than Mr. Zelnick) pursuant to the Section 16 exempt transaction referred to in Footnote (2) above.
- (4) Represents 135,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such shares are indirectly held by Mr. Zelnick).
- (5) Represents 81,761 shares of Common Stock held by Zelnick/Belzberg Living Trust (such shares are indirectly held by Mr. Zelnick), including 14,636 shares acquired by Mr. Zelnick pursuant to the Section 16 exempt distributions referred to in Footnote (2) above.

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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