SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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to Section 16. F	if no longer subject Form 4 or Form 5 y continue. See		NT OF CHANGES IN BENEFICIAL OWN ed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	OMB Number: Estimated aver hours per resp	rage burden	35-0287 0.5		
1. Name and Addr Moses Jon J	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>TAKE TWO INTERACTIVE</u> <u>SOFTWARE INC</u> [TTWO]		tionship of F all applicab Director Officer (giv		on(s) to Issi 10% Owr Other (sp	her
(Last) C/O TAKE-TW	(First)	(Middle) IVE SOFTWARE,	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2023		below)	ve uue	below)	eeny
INC. 110 WEST 44TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X		int/Group Filing (Check Applicab d by One Reporting Person		
(Street)		10000	-		Form filed Person	by More than (One Repor	ting
NEW YORK	NY	10036	Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant satisfy the affirmative defense conditions of Rule 10b5-1(c). See			i or written plan t	nat is intend	ed to
	-	Table I - Non-Deriv	ative Securities Acquired. Disposed of, or Bene	ficially	Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following		of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	08/16/2023		A		382(1)	Α	\$ <mark>0</mark>	23,804	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the acquisition of shares pursuant to a grant of restricted common stock pursuant to the Director compensation program (the "Program") and the Issuer's 2017 Stock Incentive Plan (the "Stock Plan"). The shares of restricted stock vest on the first anniversary of the Pricing Date (as defined below). As provided by the terms of the Program and the Stock Plan, (i) the grant date was August 16, 2023; and (ii) the number of shares were determined based on the dollar value of the award and the average of the closing prices of the common stock on the thirty trading days prior to August 16, 2023 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q.

> /s/ Aaron Diamond, attorney-0 in-fact for Mr. Jon J. Moses

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** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.