

☐ 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

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

1. Name and Address of Reporting Person* <u>Slatoff Karl</u> (Last) (First) (Middle) <u>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.</u> <u>110 WEST 44TH STREET</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10036</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>04/12/2024</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 Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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 ⁽¹⁾	04/12/2024		D		18,876 ⁽²⁾	D	\$0	178,137 ⁽³⁾	I	By Zelnick Media Corporation
Common Stock	04/12/2024		s ⁽⁴⁾		35,401 ⁽⁵⁾⁽⁶⁾	D	\$147.5987 ⁽⁷⁾	142,736	I	By Zelnick Media Corporation
Common Stock	04/12/2024		s ⁽⁴⁾		25,809 ⁽⁵⁾⁽⁶⁾	D	\$148.6721 ⁽⁸⁾	116,927	I	By Zelnick Media Corporation
Common Stock	04/12/2024		s ⁽⁴⁾		29,641 ⁽⁵⁾⁽⁶⁾	D	\$149.5413 ⁽⁹⁾	87,286	I	By Zelnick Media Corporation
Common Stock	04/12/2024		j ⁽¹⁰⁾		87,286 ⁽¹⁰⁾	D	\$0	0	I	By Zelnick Media Corporation
Common Stock	04/12/2024		j ⁽¹⁰⁾		17,167 ⁽¹¹⁾	A	\$0	31,883	D	
Common Stock								1,146,518 ⁽¹²⁾	I	By ZMC Advisors, L.P.

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					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. EXPLANATORY NOTE: This Form 4 relates to (i) the vesting of 178,137 restricted units previously granted to ZelnickMedia Corporation ("ZelnickMedia") on April 13, 2022 under the Management Agreement, dated effective January 1, 2018, between the issuer and ZelnickMedia (the "Management Agreement"), and the sale of shares of Common Stock by ZelnickMedia, including in order to satisfy the tax obligations arising from such vesting, pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZelnickMedia, (ii) the forfeiture of 18,876 performance-based restricted units previously granted to ZelnickMedia on April 13, 2022 under the Management Agreement due to the failure to meet certain performance conditions, and (iii) the distribution by ZelnickMedia to certain of its employees of 87,286 shares of Common Stock received by ZelnickMedia upon such vesting in accordance with the customary historical practices of ZelnickMedia, in each case as further described below.

2. Represents the forfeiture of 18,876 performance-based restricted units previously granted to ZelnickMedia on April 13, 2022 due to the failure to meet certain performance conditions.

3. Represents 178,137 shares of Common Stock held directly by ZelnickMedia (in each case after giving effect to the forfeiture and vesting described in footnote (2) above and footnote (6) below), of which Mr. Slatoff is a partner (and 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.

4. All of the sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZelnickMedia related to the vesting of restricted units granted pursuant to the

Management Agreement.

5. These transactions are reported on separate lines due to the range of the sale prices.

6. On April 12, 2024, 178,137 restricted units previously granted to ZelnickMedia vested. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZelnickMedia, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.

7. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$147.25 to \$148.25, 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.

8. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$148.26 to \$149.26, 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.

9. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$149.27 to \$150.19, 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. On April 12, 2024, 178,137 restricted units previously granted to ZelnickMedia vested. Following such vest, ZelnickMedia distributed a total of 87,286 shares received upon vesting to its employees, including 17,167 shares to Mr. Slatoff, which shares Mr. Slatoff had previously indirectly beneficially owned through ZelnickMedia.

11. Mr. Slatoff received 17,167 shares pursuant to a distribution, as further described in Footnote (10) above, which receipt was exempt from Section 16 as such shares were previously held by Mr. Slatoff indirectly through ZelnickMedia.

12. Represents 1,146,518 restricted units held directly by ZMC Advisors, L.P., 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 ZMC Advisors, L.P. except to the extent of his pecuniary interest therein.

/s/ Karl Slatoff

04/16/2024

** 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.