

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

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>06/01/2023</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 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								197,013 <sup>(1)</sup>	I	By Zelnick Media Corporation
Common Stock	06/01/2023		J <sup>(2)</sup>		1,802 <sup>(3)</sup>	A	\$0	14,716	D	
Common Stock <sup>(4)</sup>	06/01/2023		S <sup>(5)</sup>		5,602 <sup>(6)(7)</sup>	D	\$137.3825 <sup>(8)</sup>	670,082	I	By ZMC Advisors, L.P.
Common Stock	06/01/2023		S <sup>(5)</sup>		3,935 <sup>(6)(7)</sup>	D	\$138.087 <sup>(9)</sup>	666,147	I	By ZMC Advisors, L.P.
Common Stock	06/01/2023		J <sup>(2)</sup>		9,163 <sup>(2)</sup>	D	\$0	656,984	I	By ZMC Advisors, L.P.
Common Stock	06/01/2023		A		489,534 <sup>(10)</sup>	A	\$0	1,146,518 <sup>(11)</sup>	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					

Explanation of Responses:

1. Represents 197,013 restricted units held directly by ZelnickMedia Corporation, 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 Corporation except to the extent of his pecuniary interest therein.

2. On June 1, 2023, 18,700 restricted units previously granted to ZMC vested. Following such vest, ZMC distributed a total of 9,163 shares received upon vesting to its employees, including 1,802 shares to Mr. Slatoff, which shares Mr. Slatoff had previously indirectly beneficially owned through ZMC.

3. Mr. Slatoff received 1,802 shares pursuant to a distribution, as further described in Footnote (7) above, which receipt was exempt from Section 16 as such shares were previously held by Mr. Slatoff indirectly through ZMC.

4. EXPLANATORY NOTE: This Form 4 relates to the annual grant of restricted units to ZMC Advisors, L.P. ("ZMC") and the vesting of restricted units previously granted to ZMC under the terms of the Management Agreement, dated as of May 3, 2022, and effective May 23, 2022 (the "Management Agreement"), between the issuer and ZMC and reflects (i) the vesting of 18,700 restricted units previously granted to ZMC on June 1, 2022 under the Management Agreement and the sale of shares of Common Stock by ZMC, including in order to satisfy the tax obligations arising from such vesting, pursuant to a Rule 10b5-1 trading plan adopted on December 7, 2022 by ZMC, (ii) the distribution by ZMC to certain of its employees of 9,163 shares of Common Stock received by ZMC upon such vesting in accordance with the customary historical practices of ZMC, and (iii) the grant of restricted stock units to ZMC on June 1, 2023.

5. All of the sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted on December 7, 2022 by ZMC relating to the vesting of restricted units. Such plan was entered into prior to the effectiveness of the revised requirements of Rule 10b5-1(c). In compliance with SEC guidance, the Reporting Person has not checked the box above but states that the Rule 10b5-1 trading plan is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

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

7. On June 1, 2023, 18,700 restricted units previously granted to ZMC vested. These transactions were effected pursuant to a Registration Statement on Form S-3 by ZMC, of which Mr. Slatoff is a partner, and were effected to satisfy the tax obligations arising from such vesting. The Registration Statement was filed with the Commission and was automatically declared effective on June 1, 2023.

8. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$136.83 to \$137.83, 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 \$137.84 to \$138.72, 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 the grant of 489,534 restricted units to ZMC pursuant to the Restricted Unit Agreement entered into by ZMC and the Company on June 1, 2023. Includes (a) 96,734 time-based restricted units, 32,244 of which units are scheduled to vest on June 1, 2024, 32,245 of which units are scheduled to vest on June 1, 2025, and 32,245 of which units are scheduled to vest on June 1, 2026, and (b) 392,800 performance-based restricted units that are scheduled to vest on June 1, 2026. 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 June 1, 2023.

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

/s/ Karl Slatoff06/05/2023

\*\* Signature of Reporting PersonDate

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.