SEC Form 4

**FORM 4**

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



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



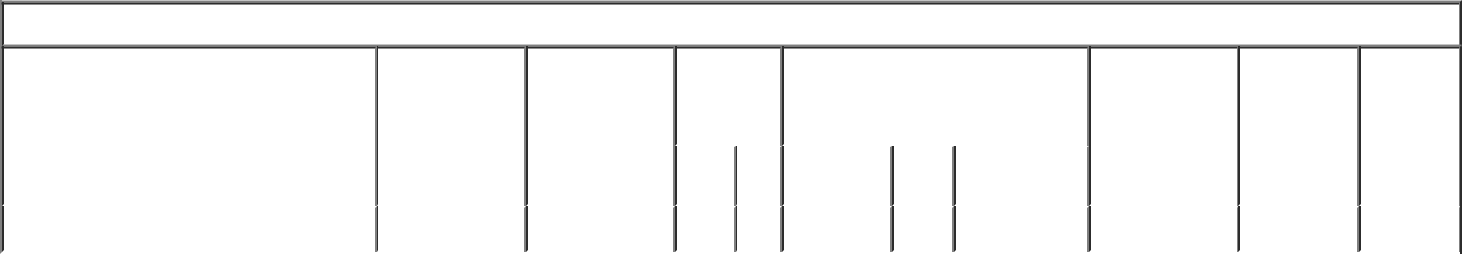
or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 1. Name and Address of Reporting Person\* | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | |  |
|  | [Goldstein Lainie](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001399513) | |  |  |  | [TAKE TWO INTERACTIVE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | | (Check all applicable) | |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | Director | 10% Owner |  |
|  |  |  |  | [SOFTWARE INC [ TTWO ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | |  |  |
|  |  |  |  |  |  | X | Officer (give title | Other (specify |  |
|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | below) | below) |  |
|  | (Last) | (First) | (Middle) |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | Chief Financial Officer | |  |
|  | C/O TAKE-TWO INTERACTIVE SOFTWARE, | | |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | |  |  |
|  | 05/12/2020 | | |  |  |  |  |  |  |
|  | INC. |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | 110 WEST 44TH STREET | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable | | |  |
|  |  |  |  |  |  |  |

Line)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | NEW YORK | NY | 10036 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |



* Form filed by One Reporting Person

Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **1. Title of Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | | **3.** | |  | **4. Securities Acquired (A) or** | | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | | | |  |
|  |  |  |  | **Date** | | **Execution Date,** | |  | **Transaction** | | **Disposed Of (D) (Instr. 3, 4 and 5)** | | | | |  | **Securities** | | **Form: Direct** | **of Indirect** | | | |  |
|  |  |  |  | **(Month/Day/Year) if any** | | |  |  | **Code (Instr.** | |  |  |  |  |  |  | **Beneficially** | | **(D) or** | **Beneficial** | | | |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | | **8)** | |  |  |  |  |  |  |  | **Owned** |  | **Indirect (I)** | **Ownership** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Following** | | **(Instr. 4)** | **(Instr. 4)** | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **(A) or** | |  |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | | **Amount** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(D)** | |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  | |  | |  |  |  |  |  |  |
|  | Common Stock | |  | 05/12/2020 | |  |  |  | S |  | 23,067(1) |  | D | $135.0037(2) | | | 252,366(3) | | D |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | | |  | |  |  | |  |  | |  | |  | | |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | | **4.** | **5. Number** | | | **6. Date Exercisable and** | |  | **7. Title and** | | | **8. Price of** | | **9. Number of 10.** | | **11. Nature** | | | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | | **Transaction** | **of** |  |  | **Expiration Date** | |  | **Amount of** | | | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | | **Code (Instr.** | **Derivative** | | | **(Month/Day/Year)** | |  | **Securities** | | | **Security** | | **Securities** | **Form:** | **Beneficial** | | | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | | **8)** | **Securities** | | |  |  |  | **Underlying** | | | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | | | |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** | | |  |  |  | **Derivative** | | |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | | | |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  |  | **Security (Instr.** | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Disposed** | | |  |  |  | **3 and 4)** | | |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** | | |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** | |  | **of** | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | **(A)** | **(D)** | | **Exercisable Date** | |  | **Title** | **Shares** | |  |  |  |  |  |  |  |  |  |



**Explanation of Responses:**

1. This transaction was effected pursuant to a previously established Rule 10b5-1 trading plan entered into by the Reporting Person.
2. Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from $135.00 to $135.02, 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.
3. Includes (i) 143,263 shares of Common Stock, (ii) 18,545 unvested time-based restricted stock units and (iii) 90,558 unvested performance-based restricted stock units. Such unvested awards will vest, or fail to vest, in accordance with the terms of the applicable award agreements.

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Lainie Goldstein |  |  | 05/14/2020 |
| \*\* 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.**