

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>05/31/2024</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 <input type="checkbox"/> 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⁾	05/31/2024		D		67,920 ⁽²⁾	D	\$0	1,078,598 ⁽³⁾	I	By ZMC Advisors, L.P.
Common Stock	05/31/2024		S ⁽⁴⁾		49,402 ⁽⁵⁾⁽⁶⁾	D	\$158.9588 ⁽⁷⁾	1,029,196	I	By ZMC Advisors, L.P.
Common Stock	05/31/2024		S ⁽⁴⁾		32,054 ⁽⁵⁾⁽⁶⁾	D	\$160.0822 ⁽⁸⁾	997,142	I	By ZMC Advisors, L.P.
Common Stock	05/31/2024		S ⁽⁴⁾		6,105 ⁽⁵⁾⁽⁶⁾	D	\$160.6495 ⁽⁹⁾	991,037	I	By ZMC Advisors, L.P.
Common Stock	05/31/2024		J ⁽¹⁰⁾		84,128 ⁽¹⁰⁾	D	\$0	906,909	I	By ZMC Advisors, L.P.
Common Stock	05/31/2024		J ⁽¹⁰⁾		16,545 ⁽¹¹⁾	A	\$0	44,949	D	
Common Stock	06/03/2024		A		516,179 ⁽¹²⁾	A	\$0	1,423,088 ⁽¹³⁾	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)
					(A)	(D)	Date Exercisable	Expiration Date					
									Amount or Number of Shares				

Explanation of Responses:

1. EXPLANATORY NOTE: This Form 4 relates to (i) the vesting of 171,689 restricted units previously granted to ZMC Advisors, L.P. ("ZMC") on June 1, 2022 and June 1, 2023 under the Management Agreement, dated effective May 23, 2022, between the issuer and ZMC (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 8, 2023 by ZMC, (ii) the forfeiture of 67,920 performance-based restricted units previously granted to ZMC on June 1, 2022 under the Management Agreement due to the failure to meet certain performance conditions, (iii) the distribution by ZMC to certain of its employees of 84,128 shares of Common Stock received by ZMC upon such vesting in accordance with the customary historical practices of ZMC, and (iv) the annual grant of restricted stock units to ZMC on June 3, 2024, in each case as further described below.

2. Represents the forfeiture of 67,920 performance-based restricted units previously granted to ZMC on June 1, 2022 due to the failure to meet certain performance conditions.

3. Represents 906,909 restricted units and 171,689 shares of Common Stock held directly by ZMC (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 ZMC 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 ZMC 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 May 31, 2024, 171,689 restricted units previously granted to ZMC vested. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted on December 8, 2023 by ZMC, including to satisfy the tax obligations of the partners of ZMC 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 \$158.46 to \$159.46, 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 \$159.47 to \$160.47, 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 \$160.48 to \$160.84, 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 May 31, 2024, 171,689 restricted units previously granted to ZMC vested. Following such vest, ZMC distributed a total of 84,128 shares received upon vesting to its employees, including 16,545 shares to Mr. Slatoff, which shares Mr. Slatoff had previously indirectly beneficially owned through ZMC.
11. Mr. Slatoff received 16,545 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 ZMC.
12. Represents the grant of 516,179 restricted units to ZMC pursuant to the Restricted Unit Agreement entered into by ZMC and the Company on June 3, 2024. Includes (a) 101,999 time-based restricted units, 33,999 of which units are scheduled to vest on June 1, 2025, 34,000 of which units are scheduled to vest on June 1, 2026, and 34,000 of which units are scheduled to vest on June 1, 2027, and (b) 414,180 performance-based restricted units (representing the maximum number of performance-based units that are eligible to vest) that are subject to vesting on June 1, 2027. 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 3, 2024.
13. Represents 1,423,088 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 06/04/2024

** 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.