SEC Form 4

**FORM 4**

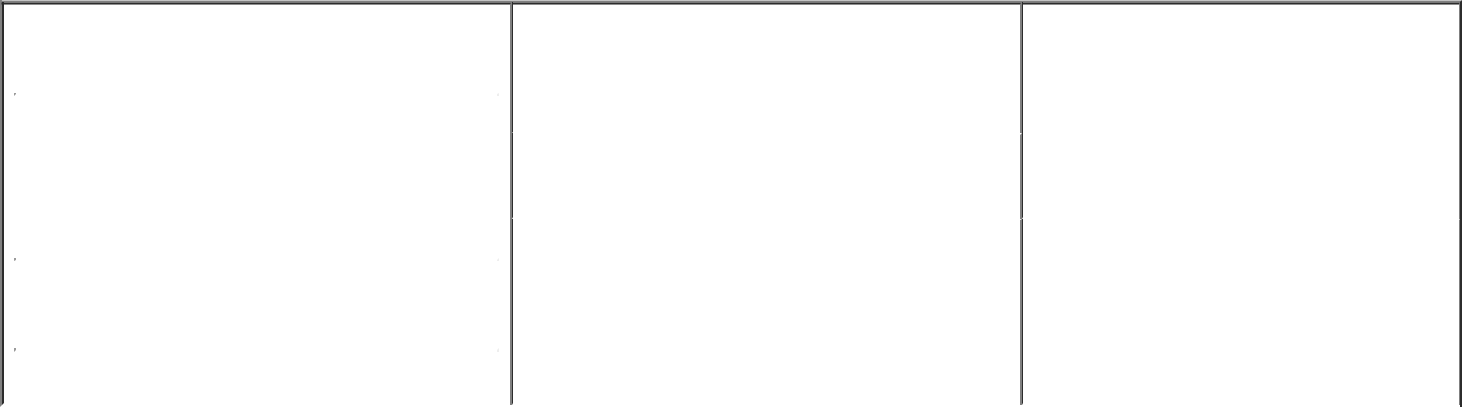
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



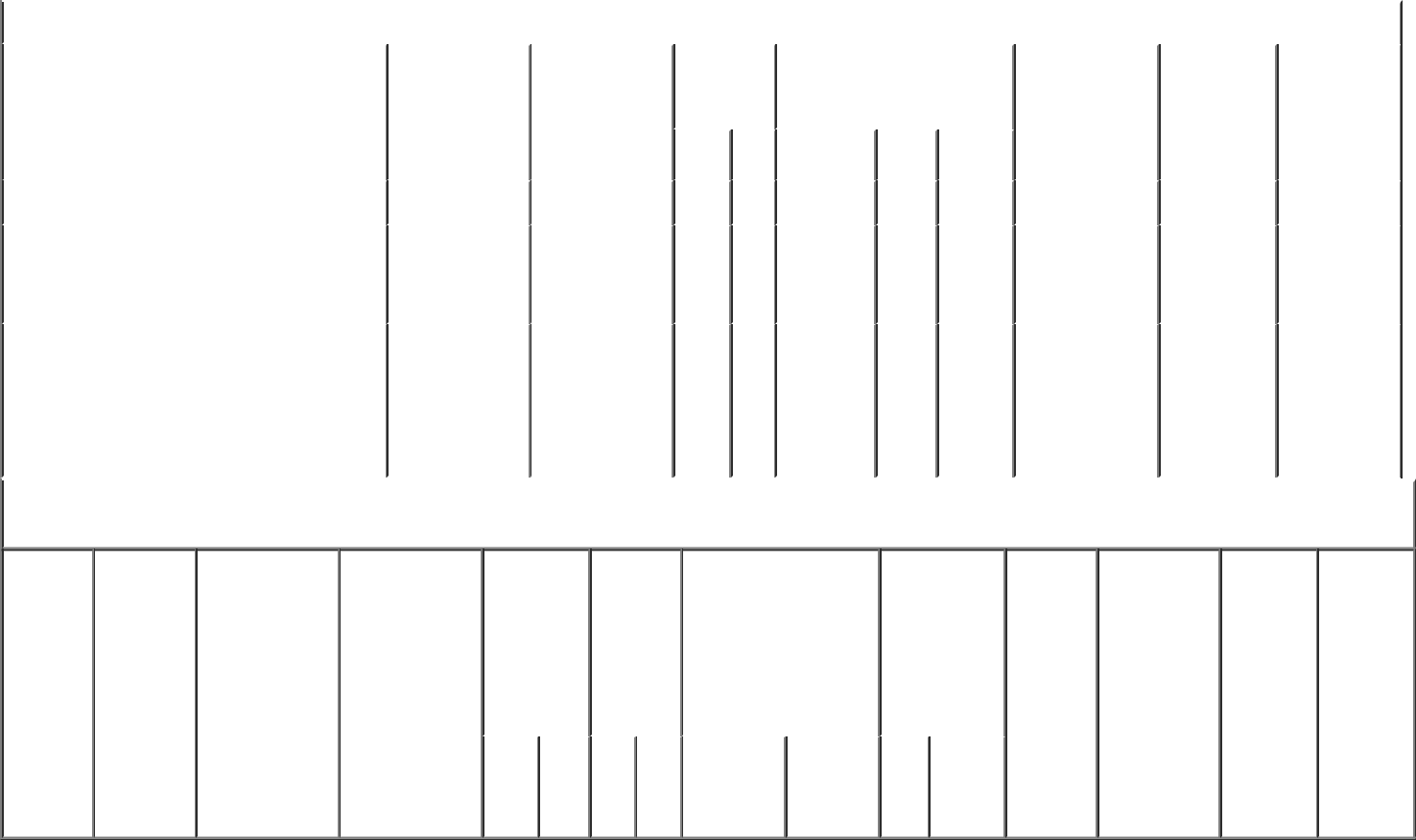
|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | 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 | | | | | | |  |  |  |
|  |  | [Viera Paul E](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001741087) |  |  |  |  | [TAKE TWO INTERACTIVE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | | | |  |  |  | (Check all applicable) | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | X | | Director |  | 10% Owner | | |  |  |  |
|  |  |  |  |  |  | [SOFTWARE INC [ TTWO ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) | (Middle) | |  |  |  |  |  |  |  |  |  |  |  | below) |  | below) | | |  |  |  |
|  |  | C/O TAKE-TWO INTERACTIVE SOFTWARE, | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | INC. |  |  |  |  | 06/01/2020 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 110 WEST 44TH STREET | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |  |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | |  |  |  |
|  |  | NEW YORK | NY | 10036 |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |  |  |  |
|  |  | (City) | (State) | (Zip) | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | | |  | |  | | |  | |  | |  |  |  |  |  |  |  |
|  |  |  |  | **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) or5. Amount of** | | | | | | | | **6. Ownership** | | **7. Nature of** | |  |  |  |
|  |  |  |  | **Date** | | | **Execution Date,** | **Transaction** | | **Disposed Of (D) (Instr. 3, 4** | | | | |  | **Securities** | | **Form: Direct** | | **Indirect** | |  |  |  |
|  |  |  |  | **(Month/Day/Year) if any** | | | | **Code (Instr.** | | **and 5)** | |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | |  |  |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** |  | **Ownership** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  |  | **(Instr. 4)** | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Code V** | | **Amount** | | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | | | |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock | |  | 06/01/2020 | | | | A | | 547(1) | | A | $0 | |  |  | 5,378 | D |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Earnest | |  |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 74 | I |  | Institutional | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC(2) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By The | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | PEV | |  |  |  |
|  | Common Stock | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 75,000 | I |  | Revocable | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Living | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust(3) | |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



**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. 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"). Includes 392 shares of restricted stock that vest on the first anniversary of the Pricing Date (as defined below) and 155 shares of common stock granted in lieu of cash compensation at the election of the Reporting Person, which shares were fully vested upon grant. As provided by the terms of the Program and the Stock Plan, (i) the grant date was June 1, 2020; 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 ten trading days prior to June 1, 2020 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Annual Report on Form 10-K.
2. Represents 74 shares of Common Stock held directly by Earnest Institutional LLC, an affiliate of Earnest Partners LLC, of which Mr. Viera is a partner and the Chief Executive Officer (such securities are not held individually by Mr. Viera). Mr. Viera disclaims beneficial ownership of the securities held by Earnest Institutional LLC except to the extent of his pecuniary interest therein.
3. Represents 75,000 shares of Common Stock held by The PEV Revocable Living Trust (such securities are indirectly held by Mr. Viera).

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Aaron Diamond, attorney- | |  | 06/03/2020 | |  |
| in-fact for Mr. Paul Viera | | |  |
|  |  |  |
|  |  | |  |  |  |
| \*\* 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.**