SEC Form 4

**FORM 4**

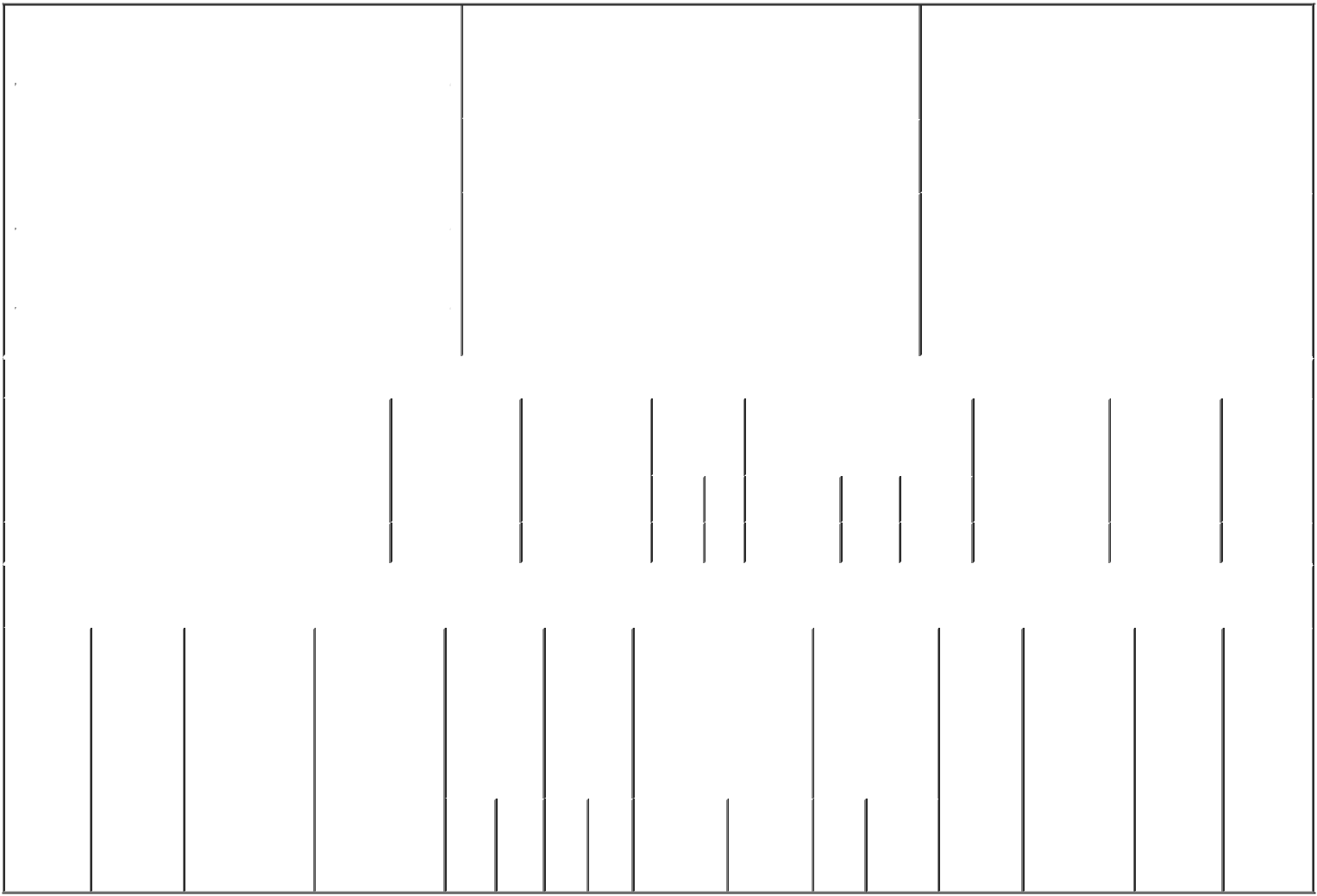
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



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| **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



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  | 1. Name and Address of Reporting Person\* | | | | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | | | |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |  |
|  |  | [Dornemann Michael](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001296020) | | | | |  |  |  |  | [TAKE TWO INTERACTIVE SOFTWARE](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | | | | | | | |  | (Check all applicable) | | | |  |  |  |  |
|  |  |  |  |  |  | [INC [ TTWO ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000946581) | | | |  |  |  |  |  |  |  | X | Director | | 10% Owner | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |
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|  |  | (Last) |  | (First) | | | (Middle) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  | below) | | below) |  |  |  |
|  |  | C/O TAKE-TWO INTERACTIVE SOFTWARE, | | | | | | |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | |  |  |  |  |  |  |  |  |  |  |
|  |  | INC. |  |  |  |  |  |  | 11/15/2018 | | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |  |
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|  |  | NEW YORK | | NY |  |  | 10036 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Person | |  |  |  |  |
|  |  | (City) |  | (State) | | | (Zip) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  | **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** | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | | **if any** | |  | **Code (Instr.** | | **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 | | |  |  |  | 11/15/2018 | | | | |  |  |  |  | A |  | 631(1) | A | $0 | | |  | 8,016 | 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. 3** | | | |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Disposed** |  |  |  |  | **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"). The shares of restricted stock vest on the first anniversary of the Pricing Date (as defined below). As provided by the terms of the Program and the Stock Plan, (i) the grant date was November 15, 2018; 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 November 15, 2018 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q.

/s/ Aaron Diamond, attorney-



in-fact for Mr. Michael 11/19/2018



Dornemann



\*\* 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.**

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Matthew Breitman and Aaron Diamond, acting together or individually, the undersigned?s true and lawful attorney-in-fact to:

1. prepare and execute for and on behalf of the undersigned Forms 3, 4 and 5, together with any amendments thereto, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Forms and the filing thereof with the United States Securities and Exchange Commission and any other person as may be required by law; and
3. take any other action of any type whatsoever in connection with the

foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned?s responsibilities to comply with the Securities Exchange Act of 1934, as amended.

This power of attorney shall continue in full force and effect until revoked in writing by the undersigned or the undersigned?s attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 21st day of September, 2018.

Signature: /s/ Michael Dornemann

Print Name: Michael Dornemann