

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>ZELNICK STRAUSS</u> <hr/> (Last) (First) (Middle) C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET <hr/> (Street) NEW YORK NY 10036 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2022 | |
| | 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 |

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 | 06/01/2022 | | A | | 675,684 ⁽¹⁾ | A | \$0 | 675,684 | I | By ZMC Advisors, L.P. ⁽¹⁾⁽²⁾ |
| Common Stock | | | | | | | | 71,551 ⁽³⁾ | I | By Wendy Jay Belzberg 2012 Family Trust ⁽³⁾ |
| Common Stock | | | | | | | | 110,052 ⁽⁴⁾ | I | By Zelnick Belzberg Living Trust ⁽⁴⁾ |
| Common Stock | | | | | | | | 372,014 ⁽⁵⁾ | I | By Zelnick Media Corporation ⁽⁵⁾ |

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 | | (A) | (D) | | | | | |

Explanation of Responses:

1. In accordance with the previously disclosed Management Agreement (as defined and described in Footnote (2) below), represents the grant of (a) 188,665 restricted units to ZMC Advisors, L.P. ("ZMC Advisors") pursuant to a Restricted Unit Agreement entered into by ZMC Advisors and the Company on June 1, 2022 (the "Transition Period Grant Agreement (2 Year Cliff Vest)"), (b) 206,517 restricted units to ZMC Advisors pursuant to a Restricted Unit Agreement entered into by ZMC Advisors and the Company on June 1, 2022 (the "Transition Period Grant Agreement (3 Year Cliff Vest)"), and (c) 280,502 restricted units to ZMC Advisors pursuant to a Restricted Unit Agreement entered into by ZMC Advisors and the Company on June 1, 2022 (the "New Grant Agreement") and together with the Transition Period Grant Agreement (2 Year Cliff Vest) and the Transition Period Grant Agreement (3 Year Cliff Vest), the "Restricted Unit Agreements"). The Transition Period Grant Agreement (2 Year Cliff Vest) includes (i) 37,733 time-based restricted units that are scheduled to vest on June 1, 2024 and (ii) 150,932 performance-based restricted units that are scheduled to vest on June 1, 2024. The Transition Period Grant Agreement (3 Year Cliff Vest) includes (i) 41,303 time-based restricted units that are scheduled to vest on June 1, 2025 and (ii) 165,214 performance-based restricted units that are scheduled to vest on June 1, 2025. The New Grant Agreement includes (i) 56,100 time-based restricted units that are scheduled to vest in equal installments on June 1, 2023, June 1, 2024 and June 1, 2025 and (ii) 224,402 performance-based restricted units that are scheduled to vest on June 1, 2025. Further information regarding the Restricted Unit Agreements and the restricted units, including the vesting schedule, is available in the Company's Current Report on Form 8-K filed with the Commission on May 5, 2022. The 675,684 restricted units reported herein are held directly by ZMC Advisors, L.P., of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZMC Advisors, L.P. except to the extent of his pecuniary interest therein.

2. On May 3, 2022, the Company entered into a Management Agreement (the "Management Agreement"), with ZelnickMedia Corporation ("ZelnickMedia"), which became effective on May 23, 2022, which was the closing date of the Company's acquisition of Zynga Inc. (the "Effective Date"). On May 21, 2022, ZelnickMedia assigned all of its rights and obligations and other liabilities under the Management Agreement (other than the 2022 Portion of Fiscal 2023 (as defined in the Management Agreement) and any portion of the Management Fee (as defined in the Management Agreement) in respect of periods on or prior to the Effective Date) from ZelnickMedia to ZMC Advisors pursuant to Section 16 of the Management Agreement. Such assignment included the right to receive the restricted units pursuant to the Restricted Unit Agreements described in Footnote (1) above.

3. Represents 71,551 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Wendy Jay Belzberg 2012 Family Trust except to the extent of his pecuniary interest therein.

4. Represents 110,052 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by the Zelnick/Belzberg Living Trust except to the extent of his pecuniary interest therein.

5. Represents 372,014 restricted units held directly by ZelnickMedia Corporation, of which Mr. Zelnick is a partner (such securities are not held individually by Mr. Zelnick). Mr. Zelnick disclaims

beneficial ownership of the securities held by ZelnickMedia Corporation except to the extent of his pecuniary interest therein.

/s/ Strauss Zelnick

06/03/2022

** 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.