FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

1. Name and Address of Reporting Person* Sheresky Michael						2. Issuer Name and Ticker or Trading Symbol TAKE TWO INTERACTIVE SOFTWARE									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
-J				_ <u>IN</u>	<u>C</u> [TTWC)]							Λ						
(Last) (First) (Middle)																				
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.					3. Date of Earliest Transaction (Month/Day/Year) 08/13/2019															
110 WEST 44TH STREET						If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
													'	ne) X	Forn	n filed by One	e Reportir	ng Pers	on	
ORK N	Y	10036													Forn	n filed by Mor		•		
(5	State)	(Zip)													. 0.0					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Date					Execution Date,			Code	Transaction Disposed Code (Instr.						Securi Benefi Owne	ities icially d Following	Form: D (D) or In	irect direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount			Price	ico Tra		nsaction(s)			(111501.4)		
Common Stock 08/13/					019		A		431(1)		A	\$0		70,137		D				
Common Stock 08/1				/2019	2019		S		226(2)		D	\$126.89		69,911		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
Derivative Conversion Date Exe Security or Exercise (Month/Day/Year) if a			on Date, Code (In Day/Year)		Instr.	on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expirati (Month/	on Dai	ee ear)	Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of		ount	Derivativ Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(F KE-TWO II) ST 44TH S ORK N (S Security (Ins Stock Stock	(First) (KE-TWO INTERACTIVE SET 44TH STREET ORK NY (State) Tab Security (Instr. 3) Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) KE-TWO INTERACTIVE SOFTWA ST 44TH STREET DRK NY 10036 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Table II - 2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) KE-TWO INTERACTIVE SOFTWARE, ST 44TH STREET DRK NY 10036 (State) (Zip) Table I - Non-Derive (Month/L) Security (Instr. 3) 2. Transa Date (Month/L) Stock 08/13 Table II - Derivate (e.g., p) 2. Table II - Derivate (e.g., p) Conversion or Exercise Price of Derivative (Month/Day/Year)	Sy Michael (First) (Middle) (E-TWO INTERACTIVE SOFTWARE, 08/ ORK NY 10036 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 08/13/2019 Table II - Derivative S (e.g., puts, composed perivative of Derivative (Month/Day/Year) 2. Table II - Derivative S (e.g., puts, composed perivative of Derivative (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) A. If Middle) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Conversion or Exercise Price of Derivative (Month/Day/Year) 2. 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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 August 13, 2019; 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 August 13, 2019 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q.

2. This transaction was effected pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person and was effected to satisfy the Reporting Person's tax obligations upon the vesting of previously granted shares of restricted stock.

/s/ Aaron Diamond, attorney-

in-fact for Mr. Michael

08/15/2019

<u>Sheresky</u>

** 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.