

Slatoff Karl  
Form 4  
April 08, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Slatoff Karl

2. Issuer Name **and** Ticker or Trading  
Symbol  
TAKE TWO INTERACTIVE  
SOFTWARE INC [TTWO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O TAKE-TWO INTERACTIVE  
SOFTWARE, INC., 110 WEST  
44TH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/04/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 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	04/04/2019		D		20,396 <u>(1)</u>	D	\$ 0	505,142 <u>(1)</u> <u>(2)</u>	I	By Zelnick Media Corporation <u>(1)</u> <u>(2)</u>
Common Stock	04/04/2019		S		104,279 <u>(3)</u> <u>(4)</u>	D	\$ 93.6822 <u>(5)</u>	400,863 <u>(4)</u> <u>(6)</u>	I	By Zelnick Media Corporation <u>(4)</u> <u>(6)</u>
Common Stock	04/04/2019		S		22,938 <u>(3)</u> <u>(4)</u>	D	\$ 94.4986	377,925 <u>(4)</u> <u>(8)</u>	I	By Zelnick Media

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					<u>(7)</u>			Corporation (4) (8)
Common Stock	04/04/2019	S	14,375 (3) (4)	D	\$ 95,4517 (9)	363,550 (4) (10)	I	By Zelnick Media Corporation (4) (10)
Common Stock	04/04/2019	S	1,603 (3) (4)	D	\$ 96,1524 (11)	361,947 (4) (12)	I	By Zelnick Media Corporation (4) (12)
Common Stock	04/04/2019	S	1,419 (3) (4)	D	\$ 97.57	360,528 (4) (13)	I	By Zelnick Media Corporation (4) (13)
Common Stock	04/04/2019	J(14)	55,580 (14)	D	\$ 0	304,948 (14) (15)	I	By Zelnick Media Corporation (14) (15)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Slatoff Karl  
C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.  
110 WEST 44TH STREET  
NEW YORK, NY 10036

President

## Signatures

/s/ Karl Slatoff

04/08/2019

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Represents the forfeiture of performance-based restricted units previously granted to ZelnickMedia due to the failure to meet certain performance conditions.  
  
Represents 296,256 restricted units and 208,886 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (2) These transactions are reported on separate lines due to the range of the sale prices.  
  
On April 4, 2019, 208,886 restricted units previously granted to ZelnickMedia vested. Such restricted units were registered at the time of grant pursuant to a registration statement filed with the Commission which was automatically declared effective on May 25, 2017. The reported sale transactions were effected pursuant to a Rule 10b5-1 trading plan, including to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of such restricted units.
- (3) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$93.00 to \$94.00, 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.
- (4) Represents 296,256 restricted units and 104,607 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (5) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$94.01 to \$95.01, 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.
- (6) Represents 296,256 restricted units and 81,669 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (7) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$95.02 to \$96.02, 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 296,256 restricted units and 67,294 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (9) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$96.07 to \$96.77, 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) Represents 296,256 restricted units and 65,691 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (11) Represents 296,256 restricted units and 64,272 shares of Common Stock held directly by ZelnickMedia, 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 ZelnickMedia except to the extent of his pecuniary interest therein.
- (12)

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- (14) On April 4, 2019, 208,886 restricted units previously granted to ZelnickMedia vested and ZelnickMedia distributed a total of 55,580 shares received upon vesting to its employees, but none of which were distributed to Mr. Slatoff

- Represents 296,256 restricted units and 8,692 shares of Common Stock held directly by ZelnickMedia, of which Mr. Slatoff is a partner  
(15) (such securities are not held individually by Mr. Slatoff). Mr. Slatoff disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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