

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 April 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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).

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

(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., 622 BROADWAY

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President

(Street)
 NEW YORK, NY 10012

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
Common Stock	04/01/2014		A	619,490 (1)	\$ 0	I	By Zelnick Media Corporation (1) (2) (3)
Common Stock					2,905 (4)	D	

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
Slatoff Karl C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012			President	

Signatures

Karl Slatoff 04/03/2014

**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).

- Represents the grant of 619,490 restricted units to ZelnickMedia Corporation ("ZelnickMedia") pursuant to the Restricted Unit Agreement entered into by ZelnickMedia and the Company on April 1, 2014 (the "Effective Date"). Includes 178,654 shares of
- (1) time-based restricted units that vest on April 1, 2016 and 440,836 shares of performance-based restricted units. Further information regarding the Restricted Unit Agreement and the restricted units, including the vesting schedule, is available in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 10, 2014.
 - (2) On February 27, 2014, ZelnickMedia distributed a total of 36,591 shares to its partners, including 2,905 shares to Mr. Slatoff, pursuant to a Section 16 exempt transaction.
 - (3) Represents 2,514,240 shares of Common Stock held directly by ZelnickMedia (such shares are not held individually by Mr. Slatoff). Does not include 33,686 shares distributed by ZelnickMedia to its affiliates (other than Mr. Slatoff) pursuant to the Section 16 exempt transaction referred to in Footnote (2) above.
 - (4) Represents 2,905 shares of Common Stock held directly by Mr. Slatoff, including 2,905 shares acquired by Mr. Slatoff pursuant to the Section 16 exempt distributions referred to in Footnote (2) above.

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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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