

TAKE TWO INTERACTIVE SOFTWARE INC

Form 3

November 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â Emerson Daniel P

(Last) (First) (Middle)

C/O TAKE-TWO
INTERACTIVE SOFTWARE,
INC.,Â 622 BROADWAY

(Street)

NEW YORK,Â NYÂ 10012

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/24/20143. Issuer Name **and** Ticker or Trading SymbolTAKE TWO INTERACTIVE SOFTWARE INC
[TTWO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
General Counsel6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

71,144 (1) (2) (3) (4)

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Emerson Daniel P C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012	Â	Â	Â General Counsel	Â

Signatures

/s/ Daniel Emerson
11/03/2014

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes a grant of 19,108 restricted shares of common stock under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 13,877 time-based restricted shares that vest on May 31, 2015 and (ii) 5,231 performance-based restricted shares that vest on May 31, 2015.
- (2) Includes a grant of 10,913 time-based restricted shares of common stock that vest on April 1, 2016 under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan.
- (3) Includes a grant of 12,329 restricted shares of common stock under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 6,165 time-based restricted shares that vest in two equal annual installments on May 21, 2015 and May 21, 2016; and (ii) 6,164 performance-based restricted shares that vest in two equal annual installments on May 21, 2015 and May 21, 2016.
- (4) Includes a grant of 22,524 restricted units under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 7,508 time-based restricted units that vest in three equal annual installments commencing on May 27, 2015 and (ii) 15,016 performance-based restricted units that vest in two equal annual installments commencing on May 27, 2016, subject to the satisfaction of certain performance criteria. The number of shares of common stock that may be issued upon vesting of the performance-based units assumes the achievement of the maximum performance criteria (200% of target) established by the Issuer's Compensation Committee; however the actual number of such shares may range from zero to 15,016, with the number of shares at target performance equal to 7,508.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.