

ZELNICK STRAUSS

Form 4

August 08, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

**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 *
ZELNICK STRAUSS

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)
08/04/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO

(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)
			Code	V	Amount (1)	(A) or (D) (2)	Price (3)
Common Stock	08/04/2017		S		3,600 (1)	D	\$ 89.4446 (2)
							181,283
						I	By Zelnick Belzberg Living Trust
Common Stock	08/04/2017		S		7,722 (1)	D	\$ 88.1359 (3)
							173,561
						I	By Zelnick Belzberg Living Trust
Common Stock	08/04/2017		S		38,678 (1)	D	\$ 87.5978 (4)
							134,883
						I	By Zelnick Belzberg Living Trust (5)

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Common Stock	602,217	I	By Zelnick Media Corporation (6)
Common Stock	110,000	I	By Wendy Jay Belzberg 2012 Family Trust (7)

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

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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 Repor 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
ZELNICK STRAUSS C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012	X Chairman, CEO

Signatures

/s/ Strauss
Zelnick 08/08/2017

**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) These transactions are reported on separate lines due to the range of the sale price.

Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$88.80 to \$89.67, inclusive.

- (2) 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.

Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$87.79 to \$88.74, inclusive.

- (3) 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.

Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$86.78 to \$87.78, inclusive.

- (4) 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.

Represents 134,883 shares of Common Stock held by the Zelnick/Belzberg Living Trust (such securities are indirectly held by Mr.

- (5) 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.

Represents 602,217 restricted units held directly by ZelnickMedia, of which Mr. Zelnick is a partner (such securities are not held

- (6) individually by Mr. Zelnick). Mr. Zelnick disclaims beneficial ownership of the securities held by ZelnickMedia except to the extent of his pecuniary interest therein.

Represents 110,000 shares of Common Stock held by the Wendy Jay Belzberg 2012 Family Trust (such securities are indirectly held by

- (7) 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.

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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