

Viera Paul E  
Form 4  
August 14, 2018

**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 \*  
Viera Paul E

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/2018

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

C/O TAKE-TWO INTERACTIVE  
SOFTWARE, INC., 110 WEST  
44TH STREET

(Street)

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

NEW YORK, NY 10036

(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	08/10/2018		A	700 <sup>(1)</sup>	A \$ 0 926	D	
Common Stock					74	I	By Earnest Institutional LLC <sup>(2)</sup>

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**

SEC 1474  
(9-02)

number.

**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

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

X

## Signatures

/s/ Paul E. Viera 08/14/2018

\_\_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 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 ("Stock Plan"). Includes 451 shares of restricted stock that vest on the first anniversary of the Pricing Date (as defined below) and 249 shares of common stock granted in lieu of cash compensation at the election
- (1) of the Reporting Person, which shares were fully vested upon grant. As provided by the terms of the Program and the Stock Plan, (i) the grant date was August 10, 2018; 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 10, 2018 (the "Pricing Date"), the fifth trading day following the filing of the Issuer's Quarterly Report on Form 10-Q.

- Represents 74 shares of Common Stock held directly by Earnest Institutional LLC, an affiliate of Earnest Partners LLC, of which Mr.
- (2) Viera is a partner and the Chief Executive Officer (such securities are not held individually by Mr. Viera). Mr. Viera disclaims beneficial ownership of the securities held by Earnest Institutional LLC 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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