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TAKE TWO INTERACTIVE SOFTWARE INC

Form 4 April 03, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Slatoff Karl Issuer Symbol TAKE TWO INTERACTIVE (Check all applicable) SOFTWARE INC [TTWO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) C/O TAKE-TWO INTERACTIVE 04/01/2014 President SOFTWARE, INC., 622 **BROADWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10012 (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership **Following** or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V (D) Price Amount By Zelnick Common 619,490 $2,514,240 \frac{(1)}{2}$ Media 04/01/2014 \$0 A (1) (2)(3)Stock 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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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Secur	rities	(Instr. 5)	Bene
	Derivative				Securities		(Instr	. 3 and 4)		Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	Or		
								Number of			
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

> > President

Slatoff Karl

C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.

622 BROADWAY

NEW YORK, NY 10012

Signatures

Karl Slatoff 04/03/2014 **Signature of Date Reporting Person

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.
- 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.
 - Represents 2,514,240 shares of Common Stock held directly by ZelnickMedia (such shares are not held individually by Mr. Slatoff).
- (3) 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.
- 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.

Reporting Owners 2

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