

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 4
 February 20, 2014

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2014

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

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

(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 10012

(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	(A) or (D)	Price			
Common Stock	02/18/2014		M ⁽¹⁾		2,009,075	A	\$ 14.74	3,903,825 ⁽³⁾	I	By Zelnick Media Corporation ⁽³⁾
Common Stock	02/18/2014		F ⁽¹⁾		1,451,656	D	\$ 20.4	2,452,169 ⁽³⁾	I	By Zelnick Media Corporation ⁽³⁾
Common Stock	02/19/2014		S ⁽¹⁾		282,904	D	\$ 20.04	2,169,265 ⁽³⁾	I	By Zelnick Media

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Represents a weighted average sales price; the sales prices ranged from \$20.00 to \$20.41. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

- (3) Represents securities held directly by ZelnickMedia (such securities are not held individually by Mr. Slatoff). This Form 4 corrects the inadvertent inclusion of 900,000 shares of restricted common stock reported in the Reporting Person's Form 4s filed on November 5, 2012, April 4, 2013 and April 17, 2013, which shares were forfeited by ZelnickMedia in June 2012 because the price of the Issuer's common stock did not achieve its performance targets, as provided under in the Issuer's management agreement with ZelnickMedia. See the Issuer's Annual Report on Form 10-K filed on May 13, 2013 for further information. As a result of this clerical error, the Reporting Person's total common stock holdings has been reduced by 900,000 shares from the previously filed Form 4s.

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.