Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 4

TAKE TWO INTERACTIVE SOFTWARE INC

Form 4 April 04, 2014

Common

Common

Stock

Stock

04/02/2014

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 04/02/2014 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 (A) or 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) Securities Ownership Indirect (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) or (Instr. 3 and 4) Code V (D) Price Amount By Zelnick

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

S

Persons who respond to the collection of information contained in this form are not required to respond unless the form SEC 1474 (9-02)

1,752,490

 $65,145 \stackrel{(5)}{=}$

(1) (2) (4)

I

D

\$

(3)

21.8542

D

379,317

(1)

Media

(1) (2) (4)

Corporation

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exercisable and		7. Titl	e and	8. Price of	٥		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivativ		Se		Securities		(Instr. 5)]	
	Derivative		•		Securities Acquired			(Instr.	3 and 4)		(
	Security							`]
	J		(A) or]	
					Disposed						-
					of (D)						(
					(Instr. 3, 4, and 5)						
					.,						
									Amount		
							Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

President

Signatures

NEW YORK, NY 10012

Karl Slatoff 04/04/2014

**Signature of Person 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).
- The transaction reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan entered into by ZelnickMedia, of which Mr.

 (1) Slatoff is a partner, and was effected to satisfy the tax obligations of the partners of ZelnickMedia upon the vesting of shares of restricted stock previously granted to ZelnickMedia, as further described in Footnote (2) below.
- On April 1, 2014, 761,750 shares of restricted stock previously granted to ZelnickMedia vested. On April 2, 2014, ZelnickMedia (i) distributed a total of 382,433 shares to its partners, including 62,240 shares to Mr. Slatoff, pursuant to a Section 16 exempt transaction and (ii) sold a total of 379,317 shares pursuant to the Rule 10b5-1 trading plan referred to in Footnote (1) to satisfy the tax obligations of its partners receiving shares in the distribution.
- Represents a weighted average sales price; the sales prices ranged from \$21.68 to \$22.05. Upon request, the full sale information (3) 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.
- (4) Represents 1,752,490 shares of Common Stock held directly by ZelnickMedia (such shares are not held individually by Mr. Slatoff).

 Does not include 320,193 shares distributed by ZelnickMedia to its affiliates (other than Mr. Slatoff) pursuant to the Section 16 exempt

Reporting Owners 2

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transactions referred to in Footnote (2) above.

(5) Represents 65,145 shares of Common Stock held directly by Mr. Slatoff, including 62,240 shares acquired by Mr. Slatoff pursuant to the Section 16 exempt distributions referred to in Footnote (2) above.

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.