

Emerson Daniel P
Form 4
June 05, 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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Emerson Daniel P

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., 110 WEST
44TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2018

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Exec. VP and General Counsel

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	06/01/2018		A	Amount (1) (2) 17,155	(A) or (D) A \$ 0	115,616	D
Common Stock	06/01/2018		F	27,397 (3)	D \$ 114.59	88,219	D
Common Stock	06/04/2018		S	8,331 (4) (5)	\$ 113.6222 (6)	79,888	D
Common Stock	06/04/2018		S	4,940 (4) (5)	D \$ 114.1449	74,948 (8)	D

(7)

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 number.

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. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				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
Emerson Daniel P C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 110 WEST 44TH STREET NEW YORK, NY 10036			Exec. VP and General Counsel	

Signatures

/s/ Daniel
Emerson 06/05/2018

__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 grant of 17,155 restricted units to Mr. Emerson under the Take-Two Interactive Software, Inc. 2017 Stock Incentive Plan. Includes (i) 3,427 time-based restricted units that vest in three equal annual installments commencing on June 1, 2019 and (ii) 13,728

- (1) performance-based restricted units that vest in two equal annual installments commencing on June 1, 2020, subject to the satisfaction of certain performance criteria. The number of restricted units was 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 immediately prior to April 1, 2018.

Edgar Filing: Emerson Daniel P - Form 4

- (2) The number of shares of common stock that may be issued upon vesting of the performance-based units assumes the achievement of the maximum performance criteria (200% of target) established by the Issuer's Compensation Committee; however the actual number of such shares may range from zero to 13,728, with the number of shares at target performance equal to 6,864.

- (3) This represents (i) 14,752 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based and performance-based restricted stock units originally granted on June 1, 2015, which vested on June 1, 2018, (ii) 11,796 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based and performance-based restricted stock units originally granted on June 1, 2016, which vested on June 1, 2018 and (iii) 849 shares withheld by the Issuer for payment of withholding tax liability incurred upon the vesting of time-based restricted stock units originally granted on June 1, 2017, which vested on June 1, 2018.

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

- (5) This transaction was effected pursuant to a Rule 10b5-1 trading plan entered into by the Reporting Person.

- (6) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$112.82 to \$113.82, inclusive. 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.

- (7) Represents a weighted average sales price of shares sold in multiple transactions at sales prices ranging from \$113.83 to \$114.68, inclusive. 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.

- (8) Includes (i) 13,268 shares of Common Stock, (ii) 9,784 unvested time-based restricted stock units, and (iii) 51,896 unvested performance-based restricted stock units. Such unvested awards will vest, or fail to vest, in accordance with the terms of the applicable award agreements.

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.