

TAKE TWO INTERACTIVE SOFTWARE INC
 Form 3
 November 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | |
|---|---|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Emerson Daniel P</p> <p>(Last) (First) (Middle)</p> <p>C/O TAKE-TWO INTERACTIVE SOFTWARE, INC.,Â 622 BROADWAY</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10012</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/24/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TAKE TWO INTERACTIVE SOFTWARE INC [TTWO]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 71,144 (1) (2) (3) (4) | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | | | | | |
|-------------|------------|-------|-----------|------------|-------------|
| Date | Expiration | Title | Amount or | Derivative | Security: |
| Exercisable | Date | | Number of | Security | Direct (D) |
| | | | Shares | | or Indirect |
| | | | | | (I) |
| | | | | | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Emerson Daniel P C/O TAKE-TWO INTERACTIVE SOFTWARE, INC. 622 BROADWAY NEW YORK, NY 10012 | Â | Â | Â General Counsel | Â |

Signatures

/s/ Daniel Emerson
11/03/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Includes a grant of 19,108 restricted shares of common stock under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 13,877 time-based restricted shares that vest on May 31, 2015 and (ii) 5,231 performance-based restricted shares that vest on May 31, 2015.
- (2) Includes a grant of 10,913 time-based restricted shares of common stock that vest on April 1, 2016 under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan.
- (3) Includes a grant of 12,329 restricted shares of common stock under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 6,165 time-based restricted shares that vest in two equal annual installments on May 21, 2015 and May 21, 2016; and (ii) 6,164 performance-based restricted shares that vest in two equal annual installments on May 21, 2015 and May 21, 2016.
- (4) Includes a grant of 22,524 restricted units under the Take-Two Interactive Software, Inc. 2009 Stock Incentive Plan, which is comprised of (i) 7,508 time-based restricted units that vest in three equal annual installments commencing on May 27, 2015 and (ii) 15,016 performance-based restricted units that vest in two equal annual installments commencing on May 27, 2016, subject to the satisfaction of certain performance criteria. 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 15,016, with the number of shares at target performance equal to 7,508.

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.