Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 4

TAKE TWO INTERACTIVE SOFTWARE INC

Form 4

November 08, 2012

November 0									OMB A			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO						MMISSION	OMB APPROVAL					
Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer CTPATERMENTS OF CHANK									Expires:	January 31, 2005		
subject to	subject to STATEMENT OF CHAN				BENEFIC ITIES	ZIAL	JOWNI	ERSHIP OF	Estimated a	average		
	Section 16. Form 4 or				IIIES				burden hours per response 0.8			
Form 5	Filed pur	suant to S	Section 1	6(a) of th	e Securitie	es Ex	change .	Act of 1934,	100001100111	0.0		
obligatio may con					•			935 or Section	1			
See Instr 1(b).	uction	30(n)	or the In	vestment	Company	Act	OI 1940					
	D \											
(Print or Type l	Responses)											
1. Name and Address of Reporting Person * 2. Issuer				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
ICAHN CA	RL C		Symbol					Issuer				
				ΓWO INTERACTIVE /ARE INC [TTWO]				(Check all applicable)				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction Director				X 10% Owner					
C/O ICAUN	N ASSOCIATES		(Month/D 11/06/20	-			b	Officer (give title Other (specify below)				
	7 FIFTH AVE., S	UITE	11/06/20	012								
4700	ŕ											
(Street) 4. If Amen			ndment, Date Original				6. Individual or Joint/Group Filing(Check					
			Filed(Mon	nth/Day/Year)		Α	applicable Line) Form filed by Or	ne Reporting Pe	rson		
NEW YOR	K, NY 10153							X_ Form filed by Merson				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative So	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date			3. 4. Securities Acquired (A					6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any		Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Ownership Form:	Indirect Beneficial		
(Month/Day/Year)			(Instr. 8)				Owned	Direct (D)	Ownership			
						(4)		Following Reported	or Indirect (I)	(Instr. 4)		
						(A) or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
				Code V	Amount	(D)	Price	(msu. 3 and 4)		m1 0000 000		
Take-Two							Φ.			please see all		
Common	11/06/2012			P	500,000	A	\$ 11.31	9,186,074	I	footnotes		
Stock							11.51			$\frac{(1)}{(5)}\frac{(2)}{(5)}\frac{(3)}{(4)}\frac{(4)}{(5)}$		
										(5)		
Take-Two										please see all		
Common	11/07/2012			P	507,800	A	\$ 10.92	9,693,874	I	footnotes		
Stock							10.92			<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>		
										<u>(5)</u>		

Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 4

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)

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 Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative				Securities			(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	m: 1	or	
						Exercisable	Date		Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address		Relationships					
reporting 6 wher runner, reduces	Director	10% Owner	Officer	Other			
ICAHN CARL C C/O ICAHN ASSOCIATES CORP. 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153		X					
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X					
ICAHN PARTNERS MASTER FUND LP C/O WALKER HOUSE 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9001		X					
ICAHN PARTNERS MASTER FUND II L.P. C/O WALKER HOUSE 87 MARY STREET GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001		X					
ICAHN PARTNERS MASTER FUND III L.P. C/O WALKER HOUSE 87 MARY STREET		X					

Reporting Owners 2

Edgar Filing: TAKE TWO INTERACTIVE SOFTWARE INC - Form 4

GRAND CAYMAN, CAYMAN ISLANDS, E9 KY1-9001

ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601

X

Signatures

CARL C. 11/07/2012 ICAHN

**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).
- High River Limited Partnership ("High River") directly beneficially owns 1,938,774 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 2,944,982 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 3,049,233 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 1,222,468 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 538,417 Shares.
- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River.

 Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.
 - Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of
- (3) Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

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.

Signatures 3