

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

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 6, 2023

**TAKE-TWO INTERACTIVE SOFTWARE, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34003**  
(Commission  
File Number)

**51-0350842**  
(IRS Employer  
Identification No.)

**110 West 44th Street, New York, New York**  
(Address of principal executive offices)

**10036**  
(Zip Code)

Registrant's telephone number, including area code **(646) 536-2842**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class            | Trading Symbol | Name of each exchange on which registered |
|--------------------------------|----------------|---|
| Common Stock, \$0.01 par value | TTWO           | NASDAQ Global Select Market               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

**Item 8.01 Other Events**

As previously announced, on May 26, 2022, Take-Two Interactive Software, Inc., a Delaware corporation (the “Company”), completed the acquisition of Zynga, Inc., a Delaware corporation (“Zynga”), pursuant to the Agreement and Plan of Merger, as amended, dated as of January 9, 2022, by and among the Company, Zebra MS I, Inc., a Delaware corporation and wholly owned subsidiary of the Company, Zebra MS II, Inc., a Delaware corporation and wholly owned subsidiary of the Company, and Zynga (the “Zynga Acquisition”). The Unaudited Pro Forma Condensed Consolidated Statement of Operations of the Company for the Twelve Months ended March 31, 2022 and the Unaudited Pro Forma Condensed Consolidated Interim Statement of Operations of the Company for the Six Months ended September 30, 2022, which give effect to the Zynga Acquisition, are filed herewith as Exhibit 99.1 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

[99.1 Unaudited Pro Forma Condensed Combined Statement of Operations of the Company for the Twelve Months Ended March 31, 2022 and Pro Forma Condensed Combined Interim Statement of Operations of the Company for the Six Months Ended September 30, 2022](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TAKE-TWO INTERACTIVE SOFTWARE, INC.  
(Registrant)

By: /s/ Matthew Breitman  
Matthew Breitman  
Senior Vice President, General Counsel Americas  
& Corporate Secretary

Date: February 6, 2023